



## Almondz Global Securities Ltd.

Ref:agsl/corres/Bse-Nse/22-23/0045

November 26, 2022

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

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

### **Re: Notice of Postal Ballot**

Sir/Ma'm,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of Postal Ballot Notice dated November 15, 2022.

The aforesaid Notice is being sent to the members whose names appear in the Register of Members/List of Beneficial Owners as on the Cut-off date being Friday, November 18, 2022, on their registered email address.

The Company has engaged [Central Depository Services \(India\) Limited](#) (CDSL) to offer e-voting facility to all its members to enable them to cast their votes electronically.

The e-voting period will commence on Wednesday, November 30, 2022 at 9.00 A.M. (IST) and ends on Thursday, December 29, 2022 at 5.00 P.M. (IST).

The said Postal Ballot Notice will also be made available on the website of the Company [www.almondzglobal.com](http://www.almondzglobal.com).

You are requested to kindly take the same on your record.

Thanking you,

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

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

**Encl: a/a**

SEBI Merchant Banking Registration No. INM000000834

**Registered Office: F - 33/3 Okhla Industrial Area Phase - II, New Delhi - 110 020, India.**

CIN: L74899DL1994PLC059839 Email: [info@almondz.com](mailto:info@almondz.com) Website: [www.almondzglobal.com](http://www.almondzglobal.com)  
Tel.: + 91 11 43500700 Fax: + 91 11 4350 0735



**ALMONDZ GLOBAL SECURITIES LIMITED**

**Corporate Identity Number (CIN): L74899DL1994PLC059839**

**Regd. Office : F-33/3, Phase-II, Okhla Industrial Area, New Delhi-110 020**

**Tel : 011-43500700; Telefax: 011-43500735;**

**Website : [www.almondzglobal.com](http://www.almondzglobal.com) ; email id : [secretarial@almondz.com](mailto:secretarial@almondz.com)**

**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]]

To,

The Members of

Almondz Global Securities Limited

Dear Member(s),

NOTICE is hereby given pursuant to Section 110, Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (' Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed as Special/Ordinary Resolutions by the Members of Almondz Global Securities Limited (the "Company") by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder; setting out the material facts concerning the resolutions mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

In compliance with Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on **15<sup>th</sup> November, 2022**, has appointed **Ms. Ashu Gupta (FCS : 4123/C.P. No.:**

**6646), of Ashu Gupta & Co, Practising Company Secretaries**, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company <https://www.almondzglobal.com/shareholdersinfo.html>. Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than **5.00 p.m. (IST) on 29<sup>th</sup> December, 2022**. The remote e-voting facility will be disabled by CDSL immediately thereafter.

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 postal ballot results will be submitted within 2 working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <https://www.almondzglobal.com> on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and shall also be communicated to National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

## **SPECIAL BUSINESS:**

### **Resolution No. 1**

**Approval to transfer the Company's Undertaking comprising of the capital market division of the Company consisting of business of (i) Merchant Banking (ii) Stock Broking (iii) Depository Participant and (iv) Research Analyst as a going concern on a 'slump sale basis' to its wholly owned subsidiary company namely, Almondz Financial Services Limited**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("Act") read with relevant rules and other applicable provisions of the Act and any other applicable law for the time being in force, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be deemed necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board of Directors of the Company or any person(s) authorised by the Board of Directors of the Company to exercise the powers conferred on the Board of Directors of the Company by this resolution) to transfer and/or sell and/or dispose of the Company's Undertaking comprising of the capital market division of the Company consisting

of business of (i) Merchant Banking (ii) Stock Broking, (iii) Depository Participant, and (iv) Research Analyst along with related identified assets and liabilities including but not limited to employees, contracts (including lease deeds), intellectual property, licenses, permits, consents, approvals, whatsoever (collectively, the "Undertaking"), as a going concern on a 'slump sale basis' to its wholly owned subsidiary company namely, Almondz Financial Services Limited, (AFSL), for a lump sum consideration of Rs. 744.25 Lakh (Rupees Seven Hundred Forty Four Lakhs and Twenty Five Thousand Only) based on the report provided by Harish Chander Dhamija, Registered Independent Valuer and Chartered Accountants, and on such terms and conditions as set out in the Business Transfer Agreement ("BTA") subject to adjustments as specified therein, and such terms and conditions, and with effect from such date, as may be approved by the Board.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem fit, necessary, proper or desirable, including finalizing, varying and settling the terms and conditions of the sale of the Company's Undertaking comprising of the capital market division of the Company consisting of business of (i) Merchant Banking (ii) Stock Broking and (iii) Depository Participant and (iv) Research Analyst in the aforementioned manner and to finalize, execute, deliver and perform such agreements (including but not limited to Business Transfer Agreement), contracts, deeds, undertakings, and other documents, file applications, and make representations in respect thereof and seek the requisite approvals, consents, permissions and sanctions as may be applicable, including but not limited to from the Securities and Exchange Board of India, Stock Exchange(s) or such other statutory and regulatory authorities as may be necessary, suitably inform and apply to all the concerned authorities, institutions or bodies, including in respect of the requirements of the Securities and Exchange Board of India, Stock Exchange(s) and / or local authorities, including but not limited to courts, municipal authorities, Registrar of Companies, custom authorities, excise authorities, Income Tax Authorities, Goods and Service Tax Authorities, any other statutory or regulatory authorities and / or to represent the Company before the said authorities, institutions or bodies, and to sign and submit such applications, letters, forms, returns, deeds, documents and to settle any question, difficulty, doubt that may arise, if any with regard to this dealing and reconsider the matter due to change in circumstances as it may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this Resolution, to any Director(s), or to any committee of Directors or any other officer(s) / Authorised Representative(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this Resolution."

## **Resolution No. 2**

**Approval to undertake related party transaction in connection with the transfer of the Company's Undertaking comprising of the capital market division of the Company consisting of business of (i) Merchant Banking (ii) Stock Broking (iii) Depository Participant and (iv) Research Analyst as a going concern on a 'slump sale basis' to its wholly owned subsidiary company namely, Almondz Financial Services Limited.**

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

**“RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 (“Act”) read with other applicable rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Memorandum and Articles of Association of the Company and the Company’s Policy on Related Party Transactions, approval of the Members be and is hereby accorded for the Company entering into a related party transaction with Almondz Financial Services Limited (“AFSL”) for transfer and/or sale and/or disposal of the undertaking of the Company comprising of the capital market division of the Company consisting of business of (i) Merchant Banking (ii) Stock Broking and (iii) Depository Participant and (iv) Research Analyst, along with all related assets and liabilities including but not limited to employees, contracts (including lease deeds), intellectual property, licenses, permits, consents, approvals, whatsoever (collectively, the “Undertaking”), as a going concern on a ‘slump sale basis for a lump sum consideration of Rs. 744.25 Lakh (Rupees Seven Hundred Forty Four Lakhs and Twenty Five Thousand Only) and on such terms and conditions as set out in the Business Transfer Agreement (“BTA”) subject to adjustments as specified therein, and such terms and conditions, and with effect from such date, as may be approved by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board of Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board, be and is hereby authorised to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution (including finalizing, settling and executing of such documents / writings / deeds / papers / agreements as may be necessary or incidental thereto), and also to take all other decisions as it/they may, in its/their absolute decision, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution.”

### **Resolution No. 3**

#### **Approval to sell Almondz Finanz Limited (AFL), a wholly owned subsidiary of the Company, by way of the sale, transfer or disposal of the entire shareholding of the Company in AFL to Avonmore Capital & Management Services Limited**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, read with Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and other applicable statutory provisions and regulations, if any, as amended from time to time, and subject to the necessary approvals, consents, permissions and sanctions required from Reserve Bank of India and/or other institutions or bodies, statutory authorities, and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter



referred to as “the Board”, which term shall include any of its duly authorised committees or one or more Directors), the consent of the members of the Company be and is hereby accorded, including confirmation of actions taken hitherto to the Board to sell Almondz Finanz Limited (AFL), a wholly owned subsidiary of the Company, by way of the sale, transfer or disposal of the entire shareholding of the Company in AFL for an aggregate consideration of not less than Rs. 44 Crores, (Rupees Forty Four Crores Only) based on the report provided by Pawan Kumar Agrawal, Chartered Accountants, an Independent Valuer, to Avonmore Capital & Management Services Limited (“ACMS”), on such terms and conditions and with such modification as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the interest of the Company.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board, be and is hereby authorised to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution (including finalizing, settling and executing of such documents / writings / deeds / papers / agreements as may be necessary or incidental thereto), and also to take all other decisions as it/they may, in its/their absolute decision, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution.”

#### **Resolution No. 4**

#### **Approval to undertake related party transaction in connection with the sale of Almondz Finanz Limited (AFL), a wholly owned subsidiary of the Company, by way of the sale, transfer or disposal of the entire shareholding of the Company in AFL to Avonmore Capital & Management Services Limited**

To consider and, if thought fit, to pass, 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, if any, read with the rules framed thereunder (including any amendment thereto or re-enactment thereof), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), the provisions of the Memorandum and Articles of Association of the Company and other applicable statutory provisions and regulations, if any, as amended from time to time, and subject to the necessary approvals, consents, permissions and sanctions required, if any, and/or other institutions or bodies, statutory authorities, and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any of its duly authorised committees or one or more Directors), the consent of the Company be and is hereby accorded for entering into the following proposed Related Party Transaction, with respect to the below transaction:

<b>S. No.</b>	<b>Name of the related party</b>	<b>Nature of Transaction</b>	<b>Relationship</b>	<b>Transaction Value</b>
1	Avonmore Capital & Management Services Limited	Transfer of shares held by the Company in Almondz Finanz Limited to Avonmore Capital & Management Services Limited	Holding Company	Not less than Rs 44 Crores, (Rupees Forty Four Crores Only)

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **Resolution No. 5**

##### **To vary the terms and conditions of the 7% non-cumulative non convertible redeemable preference shares by extending the redemption period from 3 years to 20 years**

To consider and, if thought fit, to pass, the following resolution as an Special Resolution

**“RESOLVED THAT** subject to the provisions of Section 42, 43, 55 and 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment(s) thereof), for the time being in force (the “Companies Act”) read with Companies (Share Capital and Debentures) Rules, 2014, the regulations/guidelines, if any, issued/ prescribed by the Government of India, the Securities and Exchange Board of India (“SEBI”) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, as applicable, subject to such terms and conditions, alteration and modifications as may be considered appropriate and agreed to by the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for varying the terms by extending the existing maximum redemption of 3 years to 20 years from the date of issue of the 12,00,000 (Twelve Lakhs) 7% Non-Convertible Non-Cumulative Redeemable Preference Shares (NCRPS) of Rs. 100/- (Rupees One Hundred Only) each, at par aggregating to Rs. 12,00,00,000/- (Rupees Twelve Crores Only) issued to Avonmore Capital & Management Services Limited being one of Promoters of the Company with such rights and privileges and on such terms and conditions as have been approved by the shareholders in their meeting held on 20<sup>th</sup> September, 2022.

**“RESOLVED FURTHER THAT** except for the existing maximum redemption period of 3 years to maximum redemption period of 20 years from the date of issue there will be no other change in the terms and conditions of the 12,00,000 (Twelve Lakhs) 7% Non-Convertible Non-Cumulative Redeemable Preference Shares (NCRPS) of Rs. 100/- (Rupees One Hundred Only) each and wherever the terms Tenure of NCRPS appears it shall be construed as to be redeemed after 1 year but before 20 years from the date of issue and at the discretion of the Company.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Board/ Committee(s) of the Board and/ or the Company Secretary of the Company be and are hereby jointly and/or severally authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or any other Officer(s) of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

#### **Resolution No. 6**

##### **To consider and approve the adoption of new set of MOA of the Company as per Companies Act, 2013**

To consider and, if thought fit, to pass, the following resolution as an Special Resolution

**“RESOLVED THAT** pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made thereunder including any amendment, re-enactment or statutory

modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and subject to the approval of Shareholders, consent of the Board of Directors be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association with no change in existing Clause III (A) containing the Main Objects sub-clause no. 1 to 6.

**RESOLVED FURTHER THAT** the existing Clause III (B) containing “the Objects Incidental or Ancillary to the attainment of Main Objects” sub-clause no. 1 to 32 be and is hereby stands deleted and inserted by New Clause III (B) “Matters which are necessary for furtherance of the Objects specified in Clause III (A) containing the sub-clause no. 1 to 32.

**RESOLVED FURTHER THAT** the existing Clause III (C) containing the “Other Objects” sub clause no. 1 to 48 be and is hereby also stands deleted in full.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **Resolution No. 7**

**To consider and approve the adoption of new set of AOA of the Company as per Companies Act. 2013**

To consider and, if thought fit, to pass, the following resolution as an Special Resolution

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and subject to the approval of shareholders, the consent of the Board be and is hereby accorded to adopt new set of Articles of Association in place of existing Articles of Association of the Company, copy of which is placed before the meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors

**Almondz Global Securities Ltd.**

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

**New Delhi  
15 November 2022**



## NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions of the Act read with the rules framed thereunder concerning the special business in respect of item nos. 1 to 7 as set out above is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on **18 November 2022 (the "Cut-Off Date")** and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. Beetal Financial Computer Services Pvt. Ltd (the "RTA"), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, M/s. Beetal Financial Computer Services Pvt. Ltd.
6. It is clarified that for permanent registration of e- mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
7. The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the shares held by them as on **18 November 2022**, being the **Cut-off date** for the purpose. The shareholders of the Company holding shares either in dematerialized or in physical form, as on the Cut-off date, can cast their vote electronically.
8. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in

proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

9. A member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to [ashugupta.cs@gmail.com](mailto:ashugupta.cs@gmail.com) with a copy marked to [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in).
10. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
11. Postal Ballot (e-voting) commences from **9:00 a.m. (IST) on Wednesday, November 30, 2022** and ends **at 5:00 p.m. (IST) on Thursday, December 29, 2022**. At the end of the e-voting period, the facility shall forthwith be blocked, and e-voting shall not be allowed beyond the said date and time.
12. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be **Thursday, December 29, 2022**. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
13. This Notice shall also be available on the website of the Company at [www.almndzglobal.com](http://www.almndzglobal.com), websites of the stock exchanges where the equity share of the Company are listed, i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and BSE Limited [www.bseindia.com](http://www.bseindia.com) respectively, and on the website of Central Depository Services (India) Limited ("CDSL") at [www.cdslindia.com](http://www.cdslindia.com)
14. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents and email to [secretarial@almondz.com](mailto:secretarial@almondz.com).

#### **General information and instructions relating to e-voting:**

- (i) The voting period begins from **9:00 a.m. (IST) on Wednesday, November 30, 2022** and ends **at 5:00 p.m. (IST) on Thursday, December 29, 2022**. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **November 18, 2022**, 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 9 December, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. 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 E-mail 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 is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 or joining virtual meeting &amp; voting during the meeting</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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 or joining virtual meeting & voting during the meeting

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(i) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>

Dividend Bank Details <b>OR</b> 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"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).</li> </ul>
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- (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 Almondz Global Securities Limited 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) Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.



- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required 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@alomdz.com](mailto:secretarial@alomdz.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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

In light of the MCA Circulars, Members who have not registered their e-mail address and in consequence could not receive the Postal Ballot notice may temporarily get their e-mail registered with the Company's RTA, M/s Beetal Financial Computer Services Private Limited by sending an e-mail to [beetalrta@gmail.com](mailto:beetalrta@gmail.com). Post successful registration of the e-mail, Members would get soft copy of the notice and the procedure for E-voting to enable voting for this Postal Ballot. In case of any queries, Members may write to [beetalrta@gmail.com](mailto:beetalrta@gmail.com).

Members are requested to note that SEBI vide circular dated November 3, 2021 has mandated that Members holding shares in physical mode are required to update the following with the Company/ RTA:

- PAN;
- KYC details containing address, mobile number, e-mail address, bank account details;
- Nomination details.

Members holding shares in physical mode, who have not registered their above particulars are requested to register the same with the Company/RTA at the earliest. Any clarifications in this regard may be addressed to the RTA at [beetalrta@gmail.com](mailto:beetalrta@gmail.com).

## **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013 READ WITH THE RELEVANT RULES**

The following Explanatory statement is furnished in respect of Special Business of the Postal Ballot Notice:

### **Item No. 1**

Almondz Global Securities Limited (AGSL) is the flagship company of the Almondz Group. AGSL is a member of BSE Limited, National Stock Exchange of India Limited and acts as a stock broker to execute trades on behalf of its clients which include retail customers (including high net worth individuals), mutual funds, foreign institutional investors, financial institutions and corporate clients. It is also registered with SEBI in the capacity of Merchant Bankers, Depository Participant and Research Analyst.

The other businesses of the Company are carried on by the various subsidiaries/step-down subsidiaries/ Associates, which are inter alia engaged in the business of Wealth Management and non-banking financial services, and other nonfinancial activities ("Almondz Group") etc. The businesses of the entities in the Group are by their very nature cyclical and hence the capital requirements vary from time to time over periods of time. As the parent company, it is inherent and therefore becomes necessary and incumbent and in the ordinary course, to support the Group entities by periodic capital infusions through customary modes as are prevalent in the industry, towards the attainment of their growth and expansion endeavors and optimal use of capital, in the larger beneficial interest of the stakeholders of the Company. Necessarily, from a strategic perspective, it entails inter-alia lending/borrowing, providing corporate guarantees and securities for existing/new credit facility(ies). However, in terms of the clarification issued by the Exchange in relation to net-worth calculation for stock broking business as per L C Gupta Committee method, the investment, loan/guarantee to subsidiaries and investment in fixed assets etc., are not allowed and excluded while calculating the net-worth of the company.

Moreover, in terms of Rule 8(1)(f) and Rule 8(3)(f) of the Securities Contract (Regulation) Rules, 1959 which states that a member of a stock exchange cannot be engaged in any business other than that of securities [or commodity derivatives] except as a broker or agent not involving any personal financial liability. Thus, as per the regulatory requirement, the broking business of AGSL cannot coexist with the present business of the Company.

AGSL under its Group has incorporated a wholly owned subsidiary in the name of Almondz Financial Services Limited (AFSL) having similar objective as of AGSL i.e., to engage in the business of stock broking, Merchant Banking, Stock Broking Depository Participants etc. AFSL is already engaged in the distribution of financial products and doing well in this segment. Now in order to conduct Stock Broking in the separate company it was decided that the same should be transferred to AFSL. Later on the management decided to shift all the financial market/capital market related business Merchant Banking, Depository Participant, Research Analyst including the Stock Broking in AFSL in order to run the business under one umbrella in more focussed and professional way and to avoid any regulatory issues.

To comply with the regulatory requirements, the Board of Directors of the Company ("Board") in its meeting held on 15<sup>th</sup> November 2022 (subject to the approval of the Members and obtaining other requisite statutory / regulatory approval), approved transfer of the Company's undertaking comprising of the 'Capital Market Division' of the Company consisting of business of (i) Merchant Banking (ii) Stock Broking (iii) Depository Participant and (iv) Research Analyst,

along with related identified assets and liabilities including but not limited to employees, contracts (including lease deeds), intellectual property, licenses, permits, consents, approvals, whatsoever (collectively, the “Undertaking”), as a going concern on a ‘slump sale basis’ for a lump sum consideration of Rs. 744.25 Lakh (Rupees Seven Hundred Forty Four Lakhs and Twenty Five Thousand Only) and on such terms and conditions and adjustments to the said consideration as set out in the Business Transfer Agreement (“BTA”) to Almondz Financial Services Limited.

The transfer of the ‘Capital Market Division’ to the Company’s wholly owned subsidiary will ensure compliance with the requisite statutory and regulatory requirements. The consideration for the transfer of the above mentioned businesses have been determined based on an independent valuation undertaken by Registered Independent Valuer and Chartered Accountants Harish Chandra Dhamija . The entire Capital Market Division including all assets and liabilities of the Company is proposed to be transferred as a going concern on a ‘slump sale’ basis (as defined under Section 2(42C) of the Income-Tax Act, 1961) for a lump sum consideration, without values being assigned to individual assets and liabilities.

In terms of Section 180(1)(a) of the Companies Act, 2013, for disposal of the whole of the undertaking, consent of the Members is required by way of a special resolution. The approval of Members is sought to be obtained under the provisions of Section 110 of the Companies Act, 2013 read with provisions of Companies (Management and Administration) Rules, 2014, through Postal Ballot / e-voting as set out in the Postal Ballot Notice.

The Board of Directors is of the opinion that the aforesaid Special Resolution is in the best interest of the Company and hence, recommends the Special Resolution for approval of the Members.

None of the Directors and Key Managerial Personnel(s) of the Company and their respective relatives may be deemed to be concerned or interested in the above resolution, except to the extent of their shareholding, if any, in the Company.

## **Item No. 2**

The aforesaid proposal to transfer the undertaking of the Company as a going concern on a ‘slump sale basis’ to Almondz Financial Services Limited (“AFSL”) would qualify as a related party transaction where the amount involved exceeds 10% (ten percent) of the consolidated turnover of the Company in terms of Section 188 of the Companies Act, 2013 (“Act”) and as a material related party transaction in terms of Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“LODR”), not in the ordinary course of business and therefore needs to be approved by the shareholders of the Company. In accordance with the said Section read with Regulation 23 of the LODR, approval of the members is sought to undertake related party transaction for the transfer of the Undertaking of the Company as a going concern on a ‘slump sale basis’ to the AFSL. Pursuant to the provisions of Section 188 of the Act and Regulation 23(5) of the LODR, the requirement of passing a resolution is not applicable for the transactions entered into between the holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company. However as matter of abundant precautions and as a good corporate governance practice, the Company is seeking the approval of the shareholders.

On 15<sup>th</sup> November, 2022, the audit committee of the Board considered and approved the related party transaction relating to the transfer of the Undertaking as a going concern on a ‘slump sale

basis' to the AFSL, for a lump sum consideration of Rs. 744.25 Lakh (Rupees Seven Hundred Forty Four Lakhs and Twenty Five Thousand Only) subject to adjustments as contained in the Business Transfer Agreement. Accordingly, on the same date i.e., 15<sup>th</sup> day November 2022, the Board approved the transfer of the Undertaking as a going concern on a 'slump sale basis' to the AFSL, in accordance with the terms of the draft business transfer agreement tabled before it. The proposed transfer of the Undertaking as a going concern on a 'slump sale basis' to the AFSL will be in conformity with all the applicable laws and regulations. The Company will be executing the relevant ancillary, incidental and related documents, agreements, letters, deeds, papers etc. necessary to give effect to the transaction contemplated thereunder in connection with or incidental to the sale of the Undertaking. Pursuant to Rule 15 of the Companies (Meeting of Boards and its Powers) Rules, 2014, as amended till date, particulars of the transactions with AFSL are as follows:

S. No	Particulars	Details
1	Name of the Related Party	Almondz Financial Services Limited
2	Name of the director or key managerial personnel who is related, if any	Mr. Navjeet Singh Sobti Mr. Jagdeep Singh
3	Nature of relationship	AFSL is a wholly owned subsidiary of the Company. Mr. Navjeet Singh Sobti and Mr. Jagdeep Singh are common Directors in both the Companies
4	Nature, material terms, monetary value and particulars of the contracts or arrangements	The proposed transaction involves transfer and/or sale and/or transfer of the Company's undertaking comprising of the 'Capital Market Division' of the Company consisting of business of (i) Merchant Banking (ii) Stock Broking and (iii) Depository Participant and (iv) Research Analyst, along with related identified assets and liabilities including but not limited to employees, contracts (including lease deeds), intellectual property, licenses, permits, consents, approvals, whatsoever (collectively, the "Undertaking"), as a going concern on a 'slump sale basis for a lump sum consideration of Rs. 744.25 Lakh (Rupees Seven Hundred Forty Four Lakhs and Twenty Five Thousand Only) and on such terms and conditions and adjustments as set out in the Business Transfer Agreement ("BTA") to Almondz Financial Services Limited

**Any other information relevant or important for the members to take a decision on the proposed resolution:**

Mr. Navjeet Singh Sobti, Managing Director and Mr. Jagdeep Singh, Wholetime Director being common directors in both the Company are interested in this resolution. Pursuant the provisions of Section 184 of the Companies Act 2013 and Rule 15 of the Companies (Meeting of Boards and its Powers) Rules, 2014, none of the directors interested in the resolution are attending the meeting. No other Key Managerial Personnel (KMP) or Directors are interested in the Resolution No. 2 of the Notice. No member of the Company, who is considered as a related party within the definition of "Related party" as per LODR, for the purpose of this transaction, shall vote to approve the resolution. All important information has been mentioned in the foregoing paragraphs.

The Board of Directors recommends the passing of ordinary resolution specified in Resolution No. 2 of the Notice for the approval of the members.

### **Item No. 3**

Almondz Finanz Limited (AFL) was incorporated in 2006 as a wholly owned subsidiary company of Almondz Global Securities Limited (AGSL). AFL is registered with Reserve Bank of India a Non-Banking Financial Company (Non Deposit Non Systematically Important) engaged in providing loans to corporate as well as trading of debt and equity.

The holding company of AGSL namely Avonmore Capital & Management Services Limited (ACMS) is the Core Investment holding company of the Almondz group. It is also registered with Reserve Bank of India as a Non Banking Financial Company (Non Deposit Non Systematically Important). Avonmore's shares are also listed on BSE Limited.

At present ACMS holds 58.14 % in AGSL and AGSL hold 100% in AFL. Accordingly, the financials of AFL are also consolidated with ACMS financials. There are two companies within the group which are registered as NBFC with RBI. It is proposed to consolidate the NBFC activities as there are lots of compliances and cost involved in running two numbers of NBFCs in the group. Moreover, it is also proposed to bring the NBFC activities under one and direct subsidiary of ACMS the Board and management of which is quite acquainted of the NBFC business and related compliances and hence it was decided to align the NBFC activities under one management and under direct supervision of the Board of the ACMS which is more competent for the NBFC activities. The idea is that the Holding Company shall act as the Core Investment Company while the loan portfolio and other NBFC business shall be carried out through its proposed wholly owned subsidiary i.e., AFL. In future also looking at the viability and circumstances there may be chances to surrender the license of one NBFC and do all the NBFC activities in one and single company.

Accordingly, it is proposed to offload the entire 3,00,00,000 equity shares i.e., 100% stake in AFL to ACMS, subject to approval from Reserve Bank of India and any other approval required, if any.

The shares shall be transferred based on the value derived by the Registered Valuer which is Rs 15/- (Rupees Fifteen Only) per share at a total consideration of Rs 44 Crores (Rupees Forty Four Crores Only).

Accordingly, the consent of the Members by way of Special Resolution is being sought for transfer of the entire investment of the Company in AFL. The Board of Directors is of the Opinion that the proposed sale of the entire investment in the AFL is in the overall interest of the Company. The proposed Special Resolution provide adequate flexibility and discretion to the Board to finalise the terms of the sale in consultation with the advisors, experts or other authorities as may be required.

In terms of explanation to Section 180(1)(a), the term 'undertaking' means an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year. Further, the expression 'substantially the whole of the undertaking' in any financial year shall mean 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year. Since AFL's meets both the criteria as per the audited balance sheet of the preceding financial year, the Company would require an approval of the Members of the Company through a Special Resolution, for disinvesting their shares in AFL, in terms of Section 180(1)(a) of the Companies Act, 2013.

All entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material Related Party Transactions is sought from the shareholders. Accordingly, all related parties of the Company, including, among others, Mr. Navjeet Singh Sobti, Managing Director, Mr. Jagdeep Singh, Wholetime Director and Mr. Ajay Kumar, Independent Director along with their relatives, will not vote on this resolution.



None of the Directors and Key Managerial Personnel of the Company and their relatives, otherwise than as mentioned above, in any way, deemed to be concerned or interested financially or otherwise in the special resolution as set out in the notice.

The Board of Directors recommends the passing of special resolution specified in Resolution No. 3 of the Notice for the approval of the members.

**Item No. 4**

The Company, holds 3,00,0,000 equity shares of Rs. 10/- each in Almondz Finanz Limited (“AFL”) constituting 100% of the paid up capital. Upon the completion of the sale, AFL shall be ceased to be Subsidiary of the Company.

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions.

Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) prescribed that all material related party transactions shall require approval of the Members through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. For this purpose a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Since, AFL meets both the said criteria of being an undertaking as well as material subsidiary, the Company would require an approval of the Members of the Company through a Special Resolution, for disinvesting the shares in AFL.

Accordingly, as per the Section 188 of the Companies Act, 2013 as well as of the provisions of SEBI LODR, the following transaction is material in nature and require the approval of the unrelated shareholders of the Company by an ordinary resolution:-

S. No.	Name of the related party	Nature of Transaction	Relationship	Transaction Value
1	Avonmore Capital & Management Services Limited	Transfer of shares held by the Company in Almondz Finanz Limited to Avonmore Capital & Management Services Limited	Holding Company	Not less than Rs. 44 Crores (Rupees Forty Four Crores Only)

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:-

Name of the Related Party	Avonmore Capital & Management Services Limited
Name of the Director or key managerial personnel who is related if any	Mr. Ajay Kumar, Independent Director of the company is also an Independent Director in ACMS. Mr. Navjeet Singh Sobti, Managing Director shall be deemed to be interested or concerned in the transaction.
The nature, material terms, monetary value and particulars of the contract or arrangement	The proposed transaction is a material transaction and is carried on based on the business requirement of the company. The monetary value is give in the table above

Any other information relevant or important for the members to take decision on the proposed resolutions	Almondz Finanz Limited ('AFL') is in the business of Non-Banking Financial activities. It is proposed to dispose of the investment of the Company in AFL, a wholly owned subsidiary, by way of sale of 100% of the shareholding to Avonmore Capital & Management Services Limited which is into Core business of Non-Banking Financial activities .
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The above transaction was approved by the Audit Committee at its meeting held on 15<sup>th</sup> November, 2022 and recommended by the Board of Directors to the unrelated shareholders of the Company for their approval.

All entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material Related Party Transactions is sought from the shareholders. Accordingly, all related parties of the Company, including, among others, Mr. Navjeet Singh Sobti, Managing Director, Mr. Jagdeep Singh, Wholetime Director and Mr. Ajay Kumar, Independent Director along with their relatives, will not vote on this resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives, otherwise than as mentioned above, in any way, deemed to be concerned or interested financially or otherwise in the ordinary resolution as set out in the notice.

The Board recommends the resolution as set out in Resolution no. 4 of the Notice for approval of the Shareholders.

#### **Item No. 5**

The Board of Directors in its meeting held on 10<sup>th</sup> August, 2022 has approved the issue of the 7% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred Only). The issue size was of Rs. 12,00,00,000/- (Rupees Twelve Crores Only on preferential basis and allotted to Avonmore Capital & Management Services Limited.

The preference shares were issued to meet the networth requirement of the company. The term period of redemption *inter alia* was from 1 year to 3 years from the date of issue at the option of the company.

Since it is Preference capital and INDAS is applicable on our company, hence for the purpose of networth calculation it is divided into two component, one is equity fund and the other is borrowed fund. The calculation of borrowed fund is done by way of discounting the capital with the internal cost of fund and thus by doing so, the networth of the company did not get much enhancement the major portion of the preference capital is treated as borrowed fund and hence the purpose of raising the preference shares becomes futile.

Therefore, it is proposed to extend the redemption period of the preference shares upto the maximum period allowed so that the impact of INDAS while treating the capital in networth calculation is minimized.

Accordingly, it is proposed extend the existing maximum redemption of 3 years to 20 years from the date of issue. The other terms and condition of the Preference shares shall remain the same.

None of the Directors and Key Managerial Personnel of the Company and their relatives, otherwise than as mentioned above, in any way, deemed to be concerned or interested financially or otherwise in the special resolution as set out in the notice.

The Board recommends the resolution as set out in Resolution no. 5 of the Notice for approval of the Shareholders.

**Item No. 6**

The object clause (Clause III) of the Memorandum of Association ("MOA") of the Company, as presently in force, is based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only "the objects to be pursued by the company and matters which are necessary for furtherance of the objects specified". Further in terms of provisions of the Companies Act, 2013, MOA shall not consist of other object clause. Therefore, it is considered expedient to replace the existing MOA by a new set MOA to incorporate the aforesaid object clause as per the Companies Act, 2013.

The new set of MOA to be substituted in place of the existing MOA are in the format prescribed under 'Table A' of the Act which sets out the model MOA for a Company limited by shares. Copy of which is place before the Board.

Therefore, subject to the approval of shareholders, the Board of Directors is requested to kindly consider the same by passing the following resolution with or without modification.

None of the Directors and Key Managerial Personnel of the Company and their relatives, otherwise than as mentioned above, in any way, deemed to be concerned or interested financially or otherwise in the special resolution as set out in the notice.

The Board recommends the resolution as set out in Resolution no. 6 of the Notice for approval of the Shareholders.

**Item No. 7**

The Articles of Association ("AOA") of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013. Further several regulations/articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws.

The new set of AOA to be substituted in place of the existing AOA are as per the format prescribed under 'Table F' of the Act which sets out the model AOA for a Company limited by shares. Copy of which is place before the Board.

Therefore, subject to the approval of shareholders, the Board of Directors is requested to kindly consider the same by passing the following resolution with or without modification.

None of the Directors and Key Managerial Personnel of the Company and their relatives, otherwise than as mentioned above, in any way, deemed to be concerned or interested financially or otherwise in the special resolution as set out in the notice.

The Board recommends the resolution as set out in Resolution no. 7 of the Notice for approval of the Shareholders.

By order of the Board of Directors  
**Almondz Global Securities Ltd.**

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

**New Delhi**  
**15 November 2022**