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the Infrastructure Specialist

Almondz Global Infra-Consultant Limited

NOTICE OF 12th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 12TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ALMONDZ GLOBAL-INFRA CONSULTANT LIMITED WILL BE HELD ON MONDAY, 01ST DAY OF SEPTEMBER, 2025 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT F-33/3, OKHLA INDUSTRIAL AREA, PHASE-II, NEW DELHI-110020 TO TRANSACT THE FOLLOWING BUSINESS:

AS ORDINARY BUSINESS:

1. **TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025, TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON.**

   To consider and if thought fit, with or without modification(s), pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2025 and the Statement of Profit and Loss of the Company for the year ended on that date, together with Board Report and Auditors' Report thereon as presented to the meeting be and are hereby approved and adopted."

2. **TO APPOINT A DIRECTOR IN PLACE OF MR. AJAYA BEHARI LAL SRIVASTAVA, (DIN: 01601682), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT.**

   To consider and if thought fit, with or without modification(s), pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** Mr. Ajaya Behari Lal Srivastava, (DIN No. 01601682) Director of the Company, who retire by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company."

AS SPECIAL BUSINESS:

3. **TO APPROVE THE APPOINTMENT OF SECRETARIAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEARS 2025-26 TO 2029-30.**

   To consider and if thought fit, with or without modification(s), pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** in terms of Regulation 24A of SEBI LODR Regulation 2015, as amended from time to time, consent of the members of the Company be and is hereby accorded to appoint M/s Neeraj Gupta & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company for a continuous period of five financial years from FY 2025-26 to FY 2029-30, as recommended by the Audit Committee and Board at fees of Rs. 30,000 p.a., plus applicable taxes and other reimbursement of out-of-pocket expenses as may be incurred in the course of the audit."

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"**RESOLVED FURTHER THAT** pursuant to provisions stipulated under Section 179(3) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, any director of the Company be & is hereby authorized to file the resolution with the Registrar of Companies, NCT of Delhi & Haryana by filling the requisite Form MGT-14 or to such other acts, deeds & things as may be deemed desirable in this regard."

By Order of the Board of Directors
Almondz Global Infra-Consultant Limited

Ayush Goyal
Company Secretary
M. No: A73356
Address: F-33/3, Okhla Industrial Area,
Phase-II, New Delhi-110020

Place: New Delhi
Date: July 25, 2025

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN WRITING, SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.**

2. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the Meeting.

3. In case of joint holders attending the meeting, only such joint holder who is first in the order of names, will be entitled to vote.

4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.

5. Re-appointment/Appointment of Directors:

   At the ensuing Annual General Meeting **Mr. Ajaya Behari Lal Srivastava,** Director of the Company, retire by rotation and, being eligible, offers himself for re-appointment.

   ENCL.:-1. Audited statement of accounts of the company for the financial year ending 31st March, 2025

   2. Explanatory Statement
   3. Proxy Form
   4. Attendance Slip
   5. Route Map

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EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 3

Pursuant to the recent change to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Auditor is now required to be appointed for a continuous term of five years subject to the approval of members, instead of a yearly appointment as was previously the practice.

Further, such Secretarial Auditor must be a peer reviewed Company Secretary from Institute of Company Secretaries of India (ICSI) and should not have incurred any of the disqualifications as specified by SEBI.

The Board at its meeting held on July 25, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s Neeraj Gupta & Associates, Practicing Company Secretaries a peer reviewed firm as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations. M/s Neeraj Gupta & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors of the Company.

The Secretarial Auditors shall be paid a remuneration of ₹30,000/- (Rupees Thirty Thousand only) per annum, plus applicable taxes and reimbursement of out-of-pocket expenses, as may be incurred in the course of the audit.

The Board recommends the resolution as mentioned at item no. 3 above for approval of the Members by way of Ordinary Resolution.

None of the Directors and KMP(s) of the Company or their relative, are in any way, concerned or interested, financial or otherwise, in the Ordinary resolution set out at item no. 3 of the notice.

By Order of the Board of Directors
Almondz Global Infra-Consultant Limited

Ayush Goyal
Company Secretary
M. No: A73356
Address: F-33/3, Okhla Industrial Area,
Phase-II, New Delhi-110020

Place: New Delhi
Date: July 25, 2025

Details of Director(s) seeking appointment/re- appointment at the Annual General Meeting

Name of the Director	Mr. Ajaya Behari Lal Srivastava
DIN	01601682
Age	69 Years
Qualifications	CA, MBF, M Com, Doctor of Philosophy
Experience	Around 50 years of professional experience.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	As per the resolution mentioned in item no. 2 of this Notice, being a non-executive director no remuneration is payable/ paid except consultancy fee, sitting fee or reimbursement of expenses, if any.
Date of first appointment on the Board	11/12/2014
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
Number of Meetings of the Board attended during the year	4
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Other Directorships: CPSU Director's World Foundation PHD Chamber of Commerce and Industry

By Order of the Board of Directors
Almondz Global Infra-Consultant Limited

Ayush Goyal
Company Secretary
M. No: A73356
Address: F-33/3, Okhla Industrial Area, Phase-II, New Delhi-110020

Place: New Delhi
Date: July 25, 2025

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U70200DL2013PLC262069
Name of the company: Almondz Global Infra-Consultant Limited
Registered office: F - 33/3, Okhla Industrial Area Phase II, New Delhi- 110020

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

I / We being a Member / Members of Almondz Global Infra-Consultant Limited hereby appoint

1. Name________Address____________________________________
   Email ID__________________Signature____________________or failing him / her
2. Name________Address____________________________________
   E-mail ID_________________Signature______________________or failing him / her
3. Name________Address____________________________________
   E-mail ID_________________Signature______________________

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 12th Annual General Meeting of the Company, to be held on Monday, the 01st day of September, 2025, at 11:00 A.M. at the Registered Office of the Company at F-33/3, Okhla Industrial Area, Phase-II, New Delhi-110020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	For	Against
1.	To consider and adopt the audited financial statements of the Company for the Financial Year ended March 31, 2025, together with the reports of the Directors and auditors thereon.		
2.	To appoint a director in place of Mr. Ajaya Behari Lal Srivastava, (DIN: 01601682), who retires by rotation and being eligible, offers himself for reappointment.		
3.	To approve the appointment of Secretarial Auditor of the company for the financial years 2025-26 to 2029-30.		

Signed this __________________________________ day of ________________2025.

Signature of Shareholder____

Signature of Proxy____

NOTE : (i) this form of proxy in order to be effective should be duly completed and deposited at Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

(ii) Please complete all details including all details of Member(s) in above box before submission

Affix Revenue Stamp

ATTENDANCE SLIP

I hereby record my presence at the 12th Annual General Meeting of the Company held on Monday, the 01st day of September, 2025, at 11:00 A.M. at the Registered Office of the Company at F-33/3, Okhla Industrial Area, Phase-II, New Delhi-110020

Name of the Member / Proxy________________________________ (in block letters)

Please tick in the Appropriate Box

Member ☐

Proxy ☐

Client ID No:
No. of Shares:
DPID No:
Regd Folio No:

Signature of the Member/ Proxy

ROUTE MAP OF 12TH ANNUAL GENERAL MEETING