

NOTICE OF EGM

Shorter Notice is hereby given that the **Third Extra Ordinary General Meeting** of the Members of **Almondz Global Infra-Consultant Limited** will be held on **Monday, the 17th day of November, 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:

SPECIAL BUSINESS:

ITEM NO.1

APPROVAL OF RELATED PARTY TRANSACTION W.R.T. HOLDING OFFICE OR PLACE OF PROFIT BY MR. A.B.L. SRIVASTAVA, DIRECTOR OF THE COMPANY

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(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), as recommended by the Audit Committee, Nomination and Remuneration Committee and Board, consent of the members be and is hereby accorded for continuation of the consultancy engagement of Mr. Ajaya Behari Lal Srivastava, Chairman of the Company, for a further period of 3 year (from 1st April 2025 to 31st March 2028) and for revision of his consultancy fees from Rs. 2,50,000 per month to Rs. 5,00,000 per month with effect from 1st April 2025, on such terms and conditions as set out in the draft engagement letter placed before the meeting.”

“RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary or expedient to give effect to this resolution.”

ITEM NO.2

APPROVAL FOR THE APPOINTMENT OF MR. SHABAD SINGH SOBTI AS WHOLE-TIME DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 196 and 197 read with Schedule V to the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) and on the basis of recommendation received from Nomination & Remuneration Committee and approval of Board, consent of the members be and is hereby accorded to appoint Mr. Shabad Singh Sobti as the Whole-Time Director of the Company for a period of five years with effect from 10.11.2025 to 09.11.2030 (both days inclusive).

RESOLVED FURTHER THAT pursuant to provisions of Section 196, 197, 198, 201, Schedule V & other applicable provisions if any of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (“the Rules”) (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) of the said act and such other approvals, permission and sanctions of such other authorities and /or agencies as may be required in this regard, subject to provisions of Articles of Association, consent of the members be and is

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

CIN : U70200DL2013PLC262069 Website : www.almondzglobalinfra.com Email : secretarial@almondz.com

hereby accorded for payment of following remuneration to Mr. Shabad Singh Sobti on the such terms and conditions including remuneration for the period of 3 years w.e.f. the date of his appointment as mentioned below:

Salary

Basic Salary of Rs. 1,50,000/- per month.

Perquisites

(a) House Rent Allowance of Rs 75,000/- per month.

(b) Special Allowance of Rs. 72,150/- per month.

(c) Conveyance Allowance of Rs. 1,600/- per month.

(d) Medical Allowance of Rs. 1,250/- per month.

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

Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of the tenure of Mr. Shabad Singh Sobti, the Company has no profits or its profits are inadequate, the Company will pay the salary and perquisites upto the limits as specified above to Mr. Shabad Singh Sobti as the minimum remuneration as specified in Section II and Section III of part II of Schedule V of the Companies Act, 2013 and subject to the Member's Approval, if necessary.

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

"RESOLVED FUTHER THAT Mr. Shabad Singh Sobti, Whole-Time Director of the Company liable to retirement by rotation, shall continue to hold his office of Whole-Time Director and the reappointment due to retirement in terms of Section 152 shall not be deemed to constitute a break in his office of Whole-Time Director."

"RESOLVED FURTHER THAT any Director/ Company Secretary of the Company, be and is hereby, individually authorized, for and on behalf of the Company, to do all the acts, deeds, in relation to the aforesaid."

ITEM NO.3

APPROVAL OF RELATED PARTY TRANSACTION W.R.T. HOLDING OFFICE OR PLACE OF PROFIT BY MR. SHABAD SINGH SOBTI, WHOLE-TIME DIRECTOR OF THE COMPANY.



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

"RESOLVED THAT pursuant to Section 188(1)(f) of the Companies Act, 2013 and other applicable provisions, as recommended by the Audit Committee and Nomination and Remuneration Committee and the approval of Board, consent of the members be and is hereby accorded for Mr. Shabad Singh Sobti to hold an office or place of profit in the Company as Whole-Time Director for a period of five years w.e.f. 10.11.2025 to 09.11.2030(both days inclusive), on the remuneration and terms approved by the Board and Members."

"RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do all acts and filings necessary to give effect to this resolution."

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



Company Secretary

M. No: A73356

**Address: F-33/3, Okhla Industrial Area,
Phase-II, New Delhi-110020**

Date: 10.11.2025

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Businesses to be transacted at the Extra-Ordinary General Meeting ("Meeting") is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF 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.
3. Members/proxies should bring the attendance slip, duly filled in, for attending the meeting.
4. 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.
5. Corporate Members intending to send their authorized representatives to attend the Extraordinary General Meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
6. ENCL:-1. Proxy Form
2. Attendance Slip.
3. Route Map

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


Ayush Goyal
Company Secretary
M. No: A73356

**Address: F-33/3, Okhla Industrial Area,
Phase-II, New Delhi-110020**

Date: 10.11.2025

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 1

The Board of Directors of the Company, on the recommendation of the Audit Committee and the Nomination and Remuneration Committee at the meeting(s) held on 10.11.2025, has approved the proposal to continue the consultancy engagement of Mr. Ajaya Behari Lal Srivastava, Chairman and Director of the Company, for a further period of three years (from 1st April 2025 to 31st March 2028) and to revise his consultancy fees from the existing ₹2,50,000 (Rupees Two Lakh Fifty Thousand only) per month to ₹5,00,000 (Rupees Five Lakh only) per month, with effect from 1st April 2025, subject to approval of the shareholders.

Mr. Ajaya Behari Lal Srivastava, Chairman of the Company, possesses extensive experience in the area of infrastructure advisory. He holds degrees of M.Com, FCA, and MBF, and has nearly four decades of professional experience, including around 15 years in the Central Power Sector with REC and NHPC (from October 1999 to 15 September 2014). He also served as the Chairman and Managing Director (CMD) of NHPC Limited.

Mr. Srivastava has rich expertise in project management, project execution, raising resources through innovative financial products, corporate restructuring, fund management, raising funds through Bonds, External Commercial Borrowings (ECB), Infrastructure Bonds, and in dealing with State Electricity Boards. He is also a certified Project Director – Level A from the International Project Management Association (IPMA), Sweden.

In addition to his role as a Director, Mr. Srivastava has been engaged by the Company as a Consultant for rendering professional advisory services, for which consultancy fees are being paid. His current engagement is now due for renewal and revision.

In terms of Section 188(1)(f) of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, prior approval of the shareholders is required in case of appointment of any related party to any office or place of profit in the company, where the monthly remuneration exceeds ₹2,50,000.

Since Mr. Srivastava, being a Director, is also engaged as a Consultant and receives remuneration in addition to the sitting fees and other entitlements as a Director, such engagement constitutes holding an "office or place of profit" under the provisions of Section 188 of the Act. Accordingly, the proposed revision and continuation of the consultancy engagement require the approval of the shareholders by way of an Ordinary Resolution.

The particulars required under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:



Particulars	Details
Name of the related party	Mr. Ajaya Behari Lal Srivastava
Name of the Director or Key Managerial Personnel who is related	Mr. Ajaya Behari Lal Srivastava
Nature of relationship	Director of the Company
Nature, material terms, monetary value, and particulars of the contract or arrangement	Extension of consultancy engagement for a period of 3 years (1st April 2025 to 31st March 2028) with revision in consultancy fee from ₹2,50,000 per month to ₹5,00,000 per month effective from 1st April 2025.
Any other information relevant or important for the members to take a decision on the proposed resolution	The engagement enables the Company to benefit from Mr. Srivastava's vast experience and professional expertise in infrastructure advisory, project execution, and strategic planning. The terms are commensurate with his qualifications, experience, and contributions to the Company.

The Audit Committee and the Nomination and Remuneration Committee have reviewed and recommended the proposal, considering that the engagement is in the best interest of the Company and the remuneration is reasonable and commensurate with the professional services rendered in the meeting(s) held on 10.11.2025.

None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Ajaya Behari Lal Srivastava, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution as set out at Item No. 1 of the accompanying Notice for approval of the shareholders as an Ordinary Resolution.

Item No. 2

The Members may note that the Board of Directors of the Company at their meeting held on 10.11.2025 approved the appointment of Mr. Shabad Singh Sobti, as an Additional Director then as Whole Time Director of the Company under the provisions of the Companies Act, 2013, for a period of 5 years with effect from 10.11.2025 to 09.11.2030 (both days inclusive).

The members may note that his induction into the management team would contribute significantly to the strategic and operational functions of the Company.

Since, the aforesaid appointment of Whole-Time Director requires the approval of shareholders of the Company. Hence, the appointment is placed before the shareholders for approval through special resolution.

Also, Mr. Shabad Singh Sobti, Whole-Time Director of the Company shall be liable to retire by rotation, shall continue to hold his office of Whole-Time Director and the reappointment due to retirement in terms of Section 152 shall not be deemed to constitute a break in his office of Whole-Time Director."



None of the Directors and KMP(s) of the Company or their relative except Mr. Shabad Singh Sobti, are in any way, concerned or interested, financial or otherwise, in the Special resolution set out at item no. 2 of the notice.

The Board recommends the resolution as mentioned at item no. 2 above for approval of the Members by way of Special Resolution.

Item No. 3

The Board of Directors of the Company, at its meeting held on 10.11.2025, based on the recommendations of the Audit Committee and the Nomination and Remuneration Committee ("NRC"), approved the appointment of Mr. Shabad Singh Sobti as a Whole-Time Director of the Company for a period of five years, commencing from 10.11.2025 to 09.11.2030 (both days inclusive), subject to the approval of the shareholders.

Mr. Shabad Singh Sobti is currently associated with the Company and occupying an office of profit by virtue of his proposed appointment as Whole-Time Director. Accordingly, the proposal falls within the ambit of Section 188(1)(f) of the Companies Act, 2013, which deals with appointment to any office or place of profit in the Company. In terms of the said provision, where the monthly remuneration to be paid exceeds ₹2,50,000, approval of the shareholders by way of an ordinary resolution is required.

The Audit Committee and NRC, after evaluating his experience and the responsibilities to be assigned, recommended his appointment and proposed remuneration. The Board, after due consideration, approved the same.

The particulars required under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

Particulars	Details
Name of the related party	Mr. Shabad Singh Sobti
Name of the Director or Key Managerial Personnel who is related	Mr. Shabad Singh Sobti
Nature of relationship	Whole-time Director of the Company
Nature, material terms, monetary value, and particulars of the contract or arrangement	Appointment as Whole-time Director of the Company at a monthly CTC of Rs. 3,00,000/- per month.
Any other information relevant or important for the members to take a decision on the proposed resolution	The appointment enables the Company to benefit from Mr. Sobti's professional expertise.

Mr. Shabad Singh Sobti, being concerned or interested in the resolution, did not participate in the discussions or voting on this item at the Board meeting. Except for Mr. Sobti, none of the Directors,



Key Managerial Personnel ("KMP"), or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

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

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



**Ayush Goyal
Company Secretary**

M. No: A73356

**Address: F-33/3, Okhla Industrial Area,
Phase-II, New Delhi-110020**

Date: 10.11.2025

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

The Company hereby declares that it has not invited any public deposits and there is no default in repayment of any of its debts or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person:

I GENERAL INFORMATION:

S. No.	Particulars	Disclosure
1.	Nature of Industry	Infrastructure
2.	Date or Expected date of commencement of commercial production	The Company is already in existence and operation.
3.	In case of new companies, expected date of activities as per project approved by the financial institutions appearing in the prospectus	N.A.
4.	Financial Performance based on given indicators (as on 31 st March 2025) – Audited	As given below
5.	Foreign investments or collaborators, if any	N. A.

II INFORMATION ABOUT THE DIRECTOR:

S. No.	Particulars	Disclosure
		Shabad Singh Sobti
1.	Background Detail	Mr. Shabad Singh Sobti holds a Bachelor of Science (B.Sc.) degree from the University of Virginia.
2.	Past Remuneration	Nil
3.	Recognition or Awards	Management of the Company subject to shareholders' approval decided to fix the remuneration to Rs 3,00,000/- p.m.
4.	Job Profile and his suitability	Mr. Sobti will play a key strategic and leadership role in guiding the Company's planning and operations.
5.	Remuneration proposed	As per the Resolution Passed.
6.	Comparative remuneration profile with respect to industry size of the company, profile of the position and person	The Remuneration of Mr. Sobti is in the consonance with the given criteria taking into consideration the size of the Company, the profile of Mr. Sobti, the responsibilities being shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him commensurate with the remuneration packages paid to similar senior level counterpart(s) in comparable industries..
7.	Pecuniary relationship directly	He is not having any other pecuniary relationship with the company or its managerial personnel.



	or indirectly with the company or relationship with the managerial personnel	
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III OTHER INFORMATION:

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

IV Disclosures :

1. The details of remuneration proposed to be paid to the Whole Time Director are contained in resolution Item No. 2 of the Notice read with corresponding Explanatory Statement required under Section 102 of the Companies Act, 2013.
2. All the necessary disclosures pertaining to the Directors shall be made in the Director's Report for the F.Y. 2025-2026

S. No.	Particulars/Financial Year	2024-25 (Rs. In Lakhs)	2023-24 (Rs. In Lakhs)	2022-23 (Rs. In Lakhs)
1	GROSS REVENUE	11482.96	7337.23	4015.31
2	EBITDA	1172.85	798.31	390.25
3	PBT	768.53	489.45	147.51
4	PAT	580.58	369.17	106.57
5	PAID-UP EQUITY CAPITAL	1260.23	1260.23	899.00
6	NET WORTH	3658.62	3086.51	1508.11
7	EPS	4.61	3.70	1.19



Particulars	Disclosure
	Shabad Singh Sobti
Name of the Other Companies in which the appointee holds directorship	Invsify Technologies Private Limited
Name of the Company in which Appointee holds membership of the Committee of the Board	Nil
Shareholding in Almondz Global Infra-Consultant Limited	Nil

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



**Ayush Goyal
Company Secretary**

M. No: A73356

**Address: F-33/3, Okhla Industrial Area,
Phase-II, New Delhi-110020**

Date: 10.11.2025

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

Name of the Director	Mr. Shabad Singh Sobti
DIN	10986951
Age	28 Years
Qualifications	BSc
Experience	Around 6 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. Remuneration last drawn by such person: N.A.
Date of first appointment on the Board	10/11/2025
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	1/1
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<u>Other Directorship:</u> Invsify Technologies Private Limited

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


Ayush Goyal
Company Secretary

M. No: A73356

**Address: F-33/3, Okhla Industrial Area,
Phase-II, New Delhi-110020**

Date: 10.11.2025

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 Extra Ordinary General Meeting of the Company, to be held on Monday, the 17th day of November, 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.	Approval of related party transaction w.r.t. holding office or place of profit by Mr. A.B.L. Srivastava, Director of the Company		
2.	Approval for the appointment of Mr. Shabad Singh Sobti as Whole-Time Director of the Company		
3.	Approval of related party transaction w.r.t. holding office or place of profit by Mr. Shabad Singh Sobti, Whole-Time Director of the Company.		

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 Extra Ordinary General Meeting of the Company held on Monday, the 17th day of November, 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 THE EXTRA-ORDINARY GENERAL MEETING

