

**Nomura Capital (India) Private Limited**

Registered Office:  
Ceejay House, Level 11, Plot F,  
Shivsagar Estate, Dr. Annie Besant  
Road, Worli, Mumbai – 400 018, India

**Telephone** +91 22 4037 4037  
**Facsimile** +91 22 4037 4111  
**Website** www.nomura.com

**Nomura Capital (India) Private Limited**  
**CIN: U67190MH2009FTC194618****NOTICE**

Notice is hereby given that the 14<sup>th</sup> Annual General Meeting of the shareholders of Nomura Capital (India) Private Limited will be held on Wednesday, 23<sup>rd</sup> day of August, 2023 at 12.00 noon (IST) through Video Conferencing/ Other Audio-Visual Means. The venue of the Meeting shall be deemed to be the Registered Office of the Company at Ceejay House, 11<sup>th</sup> Level, Plot F, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai - 400018 to transact the following business:

**Ordinary Business:**

1. To consider and adopt the Annual Audited financial statements of the Company for the financial year ended March 31, 2023 consisting of the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement and notes thereon, together with the reports of the Board of Directors and Auditors thereon and if thought fit, to pass, with or without modification(s) the following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** the Annual Audited financial statements of the Company for the financial year ended March 31, 2023 consisting of the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement together with accounting policies and notes forming part of the accounts, as circulated to the shareholders and now laid before the meeting be and are hereby approved and adopted;

**RESOLVED FURTHER THAT** the Auditors' Report as received from M/s. Price Waterhouse Chartered Accountants LLP (“PWCALLP”), Chartered Accountants and the Directors’ Report on the Annual Accounts of the Company for the financial year ended March 31, 2023, as circulated to the shareholders and now laid before the meeting be and are hereby approved and adopted;

**RESOLVED FURTHER THAT** any director of the Company be and is hereby authorized to issue a copy of this resolution as certified true copy to the relevant authorities.”

2. To approve the appointment of M/s. Kalyaniwalla & Mistry LLP Chartered Accountants LLP, Chartered Accountants (Firm Registration Number - 104607W/W100166) as the Statutory Auditors for the Company and in this regard, to consider and if thought, to pass the following Resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), M/s. Kalyaniwalla & Mistry LLP Chartered Accountants LLP, Chartered Accountants (Firm Registration No.:104607W/W100166) be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held for the financial year ended March 31, 2028 on such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors of the Company;

**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to do all such acts, deeds and things, including issuance of a certified true copy of this resolution to the concerned persons or authorities, which are required to give effect to the aforesaid resolution.”

**Special Business:**

3. To consider and approve the appointment of Mr. Akshay Gupta (DIN: 09801537) as a Whole-time Director of the Company and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 161, Section 196, as applicable and any other applicable provisions of the Companies Act 2013 and the rules made thereunder, consent of the members be and is hereby accorded for the appointment of Mr. Akshay Gupta (DIN 09801537) who was appointed by the Board of Directors as an “Additional Director and Whole-time director” of the Company with effect from March 21, 2023 and who holds office up to the date of this Annual General Meeting in terms of section 161 of the Companies Act 2013, be and is hereby appointed as a “Whole-time Director” of the Company for a term not exceeding five years from the original date of his appointment as an “Additional Director and Whole Time Director” i.e. with effect from March 21, 2023 to March 20, 2028 as per the terms and conditions of appointment as may be decided by the Board of Directors;

**RESOLVED FURTHER THAT** any Director and Company Secretary of the company be and is hereby authorized to issue a copy of this resolution as certified true copy to the relevant authorities.”

**Notes:**

The shareholders are requested to note that:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting ('AGM' or 'Meeting') is annexed hereto.
2. Corporate Members intending to send their authorised representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the Meeting.
3. The the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/ 2022 dated May 5, 2022 read with General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020, vide General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 21/2021 dated 14<sup>th</sup> December, 2021 has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till 31<sup>st</sup> December, 2022. In the recent General Circular No 10/2022 dated 28.12.2022 & General Circular No 11/2022 dated 28.12.2022, MCA has extended Time period for holding of AGM / EGM or passing of Ordinary/ Special Resolution through Video Conferencing till 30th September 2023. Accordingly, the AGM is being conducted in compliance with the above mentioned circulars.
4. The Company is pleased to inform that the AGM of the Company will be held through the two-way Video Conferencing facility.
5. The web-link of the meeting shall be provided separately. To access and participate in the meeting, shareholders and other participating stakeholders are requested to install WebEx application and then click on the link provided.
6. In case of any assistance with regards to using the technology before or during the meeting, please contact on the given Helpline number: 0008000507654
7. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company. Such recording shall be made available at the request of the members.
8. The notice of the Annual General Meeting is being sent by electronic mode to those members whose e-mail addresses are registered with the Company.
9. The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after the scheduled time of the meeting.
10. Attendance of members is allowed at the meeting through Video Conferencing and the same shall be counted for quorum as requirement for physical quorum has been dispensed with pursuant to the Circulars issued by the MCA. Further, pursuant to the MCA circulars, proxy shall not be allowed to attend and vote at the meeting.
11. All relevant documents (copies thereof) referred to in the accompanying Notice and the Statement including Register of Directors and Key Managerial Personnel and their shareholding (as may be applicable) under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and their shareholding, shall remain open for inspection in the physical or electronic mode, by the Members at the Registered Office of the Company on all working days during business hours i.e. 9 a.m. to 6 p.m. up to the date of the meeting.
12. All the other relevant documents in relation to the items of the Agenda are made available for inspection on demand made by members via screen shared through Video Conferencing.

13. The Voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Companies Act, 2013 is demanded by any member.
14. The members can pose questions concurrently at the Meeting or they can submit questions or queries regarding the agenda items on the designated email address through which the notice has been sent.
15. The Directors of the Company have not proposed any dividend for the FY 2022-23.
16. None of the Directors of the Company are liable to retire by rotation.

By Order of the Board  
For, **Nomura Capital (India) Private Limited**

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**Aritree Alok Chaudhuri**  
**Company Secretary**  
**Membership No: A43847**  
**Address:** Ceejay House, 11<sup>th</sup> Level, Plot F,  
Shivsagar Estate, Dr. Annie Besant Road,  
Worli, Mumbai – 400018

**Date:** August 01, 2023  
**Place:** Mumbai

**Regd. Office:**  
Ceejay House, 11<sup>th</sup> Level, Plot F  
Shivsagar Estate, Dr. Annie Besant Road,  
Worli, Mumbai - 400018  
Tel: 022-40374037  
Fax: 022-40374111  
CIN: U67190MH2009FTC194618

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item No. 3**

The shareholders are requested to note that the Board of Directors of the Company had appointed Mr. Akshay Gupta (DIN 09801537) as an "Additional Director and Whole Time Director" under Section 161 of Companies Act, 2013("the Act") and section 196 of the Companies Act, 2013, for a term of five years with effect from March 21, 2023 and hence pursuant to Section 161 of the Act he holds office only up to the date of this 14th Annual General Meeting of the Company.

It is therefore proposed to re-appoint Mr. Akshay Gupta as a Whole Time Director of the Company for a term of five years with effect from the original date of his appointment as set out in the resolution.

Brief profile of Mr. Akshay Gupta is as under:

<b>Sr. No</b>	<b>Particulars</b>	<b>Details</b>
<b>1.</b>	Name of Director	Akshay Gupta
<b>2.</b>	DIN	09801537
<b>3.</b>	Type	Whole Time Director
<b>4.</b>	Date of Birth	14/11/1983
<b>5.</b>	Age	39 years
<b>6.</b>	Qualification	Chartered Accountant and Post Graduate Diploma in Management from ISB Hyderabad
<b>7.</b>	No. of Equity Shares held in the Company	NIL
<b>8.</b>	Experience	14 years
<b>9.</b>	Terms and Conditions	As may be decided by the Board of Directors
<b>10.</b>	Date of first appointment	21/03/2022
<b>11.</b>	Directorships held in other Companies	NA
<b>12.</b>	Particulars of Committee Chairmanship/Membership held in other Companies (including this company)	Corporate Social Responsibility Committee; Risk Management and Investment Committee; and Asset Liability Management Committee
<b>13.</b>	Relationship with other Directors inter-se	NA
<b>14.</b>	No. of board meetings attended during the financial year 2022-23	NIL
<b>15.</b>	Details of Remuneration Sought to be paid	Please write to <a href="mailto:hrindia@nomura.com">hrindia@nomura.com</a> for details
<b>16.</b>	Remuneration last paid	Please write to <a href="mailto:hrindia@nomura.com">hrindia@nomura.com</a> for details

The Board recommends the resolution for the approval of the shareholders as an Ordinary Resolution.

None of the Directors of the Company or their relatives with the exception of Mr. Akshay Gupta is concerned or interested in the resolution No. 3 set out in the Notice.

By Order of the Board  
For, **Nomura Capital (India) Private Limited**

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**Aritree Alok Chaudhuri**  
**Company Secretary**  
**Membership No: A43847**  
**Address:** Ceejay House, 11<sup>th</sup> Level, Plot F,  
Shivsagar Estate, Dr. Annie Besant Road,  
Worli, Mumbai – 400018

**Date:** August 01, 2023  
**Place:** Mumbai