

Nomura Fixed Income Securities Limited*(formerly known as Nomura Fixed Income Securities Private Limited)***Registered Office:**

Ceejay House, 11th Level, Plot F,
Shivsagar Estate, Dr. Annie Besant Road,
Worli, Mumbai, Maharashtra, India, 400 018.

Telephone +91 22 4037 4037**Facsimile** +91 22 4037 4111**Website** www.nomura.com**NOMURA FIXED INCOME SECURITIES LIMITED****(FORMERLY KNOWN AS NOMURA FIXED INCOME SECURITIES PRIVATE LIMITED)****CIN: U65910MH2007PLC168237****NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that the 02nd Extra Ordinary General Meeting of the shareholders of Nomura Fixed Income Securities Limited for the financial year 2023-24 will be held on Tuesday, 19th March 2024 at 11.30 am (IST) through video Conferencing at a shorter notice. The venue of the Meeting shall be deemed to be the Registered Office of the Company at Ceejay House, 11th Level, Plot F, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai – 400 018 to transact the following business:

Special Business:**1. TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED CAPITAL OF THE COMPANY AND ALTER THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION.**

To consider and if thought fit, to pass, with or without modification, the following resolution as **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to provisions of Section 61(1)(a), Section 64, and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the approval of the members be and is hereby accorded to increase authorized share capital from existing Rs. 340,00,00,000 (Rupees Three Hundred and forty Crores only) divided into 34,00,00,000 (Thirty Four Crores) Equity Shares of Rs. 10/- each to Rs. 1000,00,00,000 (Rupees One Thousand Crore only) divided into 100,00,00,000 (One Hundred Crores) Equity Shares of Rs.10/-each by the creation of additional 66,00,00,000 (Sixty-Six Crores) equity shares of Rs. 10/- (Rupees Ten only) each ranking pari passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and relevant rules framed thereunder, the existing clause V (a) of the Memorandum of Association be and is hereby substituted by the following figures and words namely:

V(a) "The Authorised Share Capital of the Company is Rs. 1000,00,00,000 (Rupees One Thousand Crores) divided into 100,00,00,000 (One Hundred Crores) equity shares of Rs. 10 (Rupees Ten only) each with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the Company and with the power to increase or reduce the capital of the Company and divide the shares in the capital into several classes and attach thereto respectively such preferential, qualified or special rights, privileges or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the Company for the time being in force.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to exercise such powers, and to do all such acts, deeds, things and matters (including signing and filing E-Forms with the Registrar of Companies) as may be required or considered necessary or incidental thereto to give effect to this resolution.

RESOLVED FURTHER THAT a copy of this resolution may be submitted to the Concerned Persons or Authorities certified by any Director or Company Secretary of the Company."

2. TO ISSUE REDEEMABLE, RATED, UNSECURED OR SECURED AND LISTED NON-CONVERTIBLE DEBENTURES BY WAY OF PRIVATE PLACEMENT:

To consider and if thought fit to pass with or without modification/s the following as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in accordance with the provisions of sections 42, 71 and 179 of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and subject to any other applicable provisions of the Companies Act, 2013 and rules thereunder, the Memorandum and Articles of Association of the Company, the Foreign Exchange Management, 1999, the rules and guidelines issued by the Reserve Bank of India ("**RBI**") in this regard, the Securities And Exchange Board Of India (Issue And Listing Of Non-Convertible Securities) Regulations, 2021, the Securities Exchange Board of India (Listing Obligation & Disclosures Requirements) Regulation 2015 and any other regulations, circulars, notifications, issued by the Securities and Exchanges Board of India ("**SEBI**") as may be applicable, the Listing Agreement entered into with the Stock Exchange (including any statutory modification(s) or reenactment thereof for the time being in force and subject to any statutory or regulatory approvals including approvals from the Reserve Bank of India, Bombay Stock Exchange and National Stock Exchange and any consents, permissions and/or sanctions as may be deemed necessary and subject to such conditions and modifications as may be prescribed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities which may be agreed to by the Board or any authorized persons thereof, and subject to the overall borrowing limits approved by the Board from time to time, the consent of the Members be and is hereby accorded for a period of one(1) year from the date of passing this resolution, to authorize the Board of Directors of the Company to offer and issue redeemable, rated, unsecured or secured and listed non-convertible debentures (the "**Debentures**") which shall not exceed INR 200,00,00,000/- (Indian Rupees Two Hundred Crores Only) at any point of time, having a tenor of original maturity of more than one year up to five years, to be issued in one or more tranche(s), by way of private placement (the "**Debenture Issue**") to such person(s), collectively not exceeding fifty person/s in one offer and not exceeding two hundred person/s in the aggregate in any Financial Year and whose name(s) and other detail(s) shall be recorded by the Company prior to the invitation of the Company to such persons, to subscribe to the said Debentures; according to the terms and conditions in such manner and form as may be determined by the Board of Directors and investors;

RESOLVED FURTHER THAT monies received by Company from the Proposed Allottees for application of Redeemable, Rated, Unsecured or Secured and Listed Non-Convertible Debentures pursuant to private placement offer letter be kept by the Company in a separate bank account;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to designate such authorized persons as it may deem fit to sign disclosure document/private placement offer cum application letter/ General Information document and Key Information document/or any offer document for issuance of Debentures by whatever named called as required by the SEBI regulations as amended from time to time or any other documents or forms as may be required from time to time and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to aforesaid resolution;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorised to furnish a copy of this resolution as true copy to the Registrar of Companies, Stock Exchanges, Debenture Trustee and any other intermediary or regulatory authority as may be required, and sign and file such forms, documents and give such intimations to the regulatory authorities as may be required to give effect to the above resolutions."

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 Extra Ordinary General Meeting ('EGM' 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 Company is pleased to inform that the EGM of the Company will be held through the two-way Video Conferencing facility.
4. The Ministry of Corporate Affairs ("MCA") has permitted companies to hold their general meeting through Video Conferencing ("VC") and issued General Circular No 14/2020 dated April 08, 2020 and General Circular No 17/2020 dated April 13, 2020, General Circular No.02/2021 dated January 13, 2021, General Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021 and General Circular No. 2/2022 dated May 05, 2022, General Circular No 10/2022 dated December 28, 2022, General Circular No 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") to enable members to hold AGM / EGM or passing of Ordinary/ Special Resolution through Video Conferencing till 30th September 2024. Accordingly, the EGM is being conducted in compliance with the above-mentioned circulars.
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 Extra Ordinary 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 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 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. Voting rights will be reckoned on the paid-up value of the equity shares registered in the name of the members as on the date of this notice ("cut-off date"). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners as on the cut-off date will be entitled to cast their votes.
15. 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.

By Order of the Board
For Nomura Fixed Income Securities Limited
*(Formerly known as Nomura Fixed Income Securities
Private Limited)*

Jaideep Singh Sethi
Company Secretary
Membership No.: A38290
Address: Ceejay House, 11th Level, Plot F
Shivsagar Estate, Dr. Annie Besant Road,
Worli, Mumbai - 400018

Date: 07 March 2024

Place: Mumbai

Regd. Office:

Ceejay House, 11th Level, Plot F
Shivsagar Estate, Dr. Annie Besant Road,
Worli, Mumbai - 400018
Tel: 022-40374037
Fax: 022-40374111
CIN: U65910MH2007PLC168237

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

Item No. 1:

To consider and approve the increase in Authorized Capital of the Company and alter the capital clause of Memorandum of Association

The present Authorised Share Capital of the Company is Rs. 340,00,00,000 (Rupees Three Hundred and forty Crores only) divided into 34,00,00,000 (Thirty-Four Crores) Equity Shares of Rs.10/- each. The Company intends to expand the business and for such expansion additional capital will be required. In order to raise further capital, the existing authorised share capital of the Company would need to be increased so as to accommodate an increase in paid up share capital that the Company may raise from time to time. In this regard, it is proposed to increase the Authorised Share Capital of the Company to Rs. 1000,00,00,000 (Rupees One Thousand Crore only) divided into 100,00,00,000 (One Hundred Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Pursuant to the provisions of Companies Act, 2013 and the rules made thereunder, the aforesaid increase in Authorised Share Capital and consequent alteration in the Capital Clause of Memorandum of Association of the Company is required to be approved by the Members.

In this regard, the said resolution is placed before the members for their discussion and subsequent approval, if deem fit.

The Memorandum of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company during business hours on any working day up to the date of the Meeting and will be kept open during the continuation of the Meeting.

The Board of Directors recommend the passing of the resolution as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives deemed to be concerned or interested, except to the extent of their shareholding, in the aforementioned resolution.

Item No. 2:

To issue redeemable, rated, unsecured or secured and listed Non-Convertible Debentures by way of private placement:

The following Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, sets out all material facts relating to the business mentioned in item 2 in the accompanying Notice of the Extra Ordinary General Meeting of the members dated March 19, 2024.

The Board of Directors ("**Board**") have subject to receipt of Regulatory approvals and subject to receipt of shareholders approval, at their meeting held on March 5, 2024 approved to raise funds through the issue of redeemable, rated, unsecured or secured and listed non-convertible debentures aggregating to not more than INR 200,00,00,000 (Indian Rupees Two hundred crores Only) having a tenor of original maturity of more than one year up to five years ("**Debentures**") in one or more tranche(s) by way of private placement (the "**Debenture Issue**").

The rationale to raise funds through the proposed NCD issuance is basis the below:

1. Funding Corporate bonds
2. Funding Govt of India bonds and SDLs
3. Replacement to current short-term borrowing like Intercompany deposits and commercial papers.
4. Reduced dependence on overnight call money and term funding for funding corporate bonds
5. Additional source of long term funds other than capital for funding margins and non- repoable part of Govt of India bonds.

Further, as per the extant regulations / guidelines / circulars of the Reserve Bank of India ("RBI"), Standalone Primary Dealers ("SPD") are allowed to issue Non-convertible Debentures (NCDs) up to original maturity of one year and are required to seek a 'prior' approval of Reserve Bank of India for

issuance of NCDs with original maturity exceeding one year. Accordingly, the consent of the member is subject to the receipt of such approvals from the RBI and any additional regulatory approvals as may be required to be taken from National Stock Exchange and Bombay Stock Exchange or any other regulator, authority, or approving body.

Further vide Board Resolution dated 30th November 2023 and the Shareholders' resolution dated 07th December 2023, the Company is authorised to borrow money, as prescribed under the Investment Policy of the Company, from time to time, for the purpose of the business of the Company on such terms and conditions and interest as may deem fit and proper provided however that **total amount borrowed shall not exceed a sum of INR 150 billion or 15 times the Net Owned Funds as at the end of March of the preceding financial year, whichever is lower**, at any point of time, which is the overall borrowing limit of the Company.

Pursuant to the provisions of section 42 of Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (together, the "Debenture Rules"), the Company is required to obtain approval of its members by way of Special Resolution, before making any offer or invitation for issue of Debentures on a private placement basis.

Further, the aforesaid Rules allow the Company to pass a special resolution only once in a year for all the offers or invitations for such Debentures during the year. Therefore, the Company proposes to obtain member's approval in Extra-Ordinary General Meeting to be held on March 19, 2024 for issue of Debentures for an amount not exceeding INR 200,00,00,000/- (Indian Rupees Two Hundred Crores Only), outstanding at any point in time, which shall be valid for a period of 1 year from the date of approval, thereof.

Accordingly, the approval of the members is sought for issue of the Debentures in one or more tranches on private placement basis for an amount not exceeding INR 200,00,00,000/- (Indian Rupees Two Hundred Crores Only) on such terms and conditions as laid down below:

No.	Particulars	Details
1.	Particulars of the Offer	As may be decided by the Board from Time to Time
2.	Date of passing Board Resolution	March 5, 2024
3.	Kind of Securities offered	Redeemable, Rated, Unsecured or Secured and Listed Non-Convertible Debentures
4.	Price at which security is being offered	As may be decided by the Board
5.	Basis or justification for the price (including premium, if any) at which offer or invitation is being made	As may be decided by the Board
6.	Name and Address of the Valuer who performed valuation	Not applicable
7.	Amount which the Company intends to raise by way of such securities	INR 200,00,00,000/- (Indian Rupees Two Hundred and Crores Only), outstanding at any point of time, in one or more tranches
8.	Material terms of raising such securities	As may be decided by the Board from time to time and as per the terms sheet and offer documents
9.	Proposed time schedule	The Company shall allot its securities within 60 days from the date of receipt of the application money for such securities
10.	Purposes or Objects of Offer	Expand the Company's corporate loan book and utilize the funds raised to invest in corporate bonds and loans of various companies
11.	Contribution being made by the Promoters or Directors either as part of the offer or separately in furtherance of objects	Nil
12.	Principle terms of assets charged as securities	As may be Determined by the Board and as may be mentioned in the offer document for each issuance, from time to time.

The approval of members is accordingly being sought under Section 42 and 71 of Companies Act, 2013 read with rules made thereunder. Directors recommend aforesaid resolution for approval by members as a Special Resolution.

None of the Directors or their relatives, except to extent of their Directorship are in any way concerned or interested in proposed resolution as set out in Notice.

By Order of the Board
For Nomura Fixed Income Securities Limited
(Formerly known as Nomura Fixed Income Securities
Private Limited)

Jaideep Singh Sethi
Company Secretary
Membership No.: A38290
Address: Ceejay House, 11th Level, Plot F
Shivsagar Estate, Dr. Annie Besant Road,
Worli, Mumbai - 400018

Date: 07 March 2024
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