

**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 15<sup>th</sup> Annual General Meeting of the shareholders of Nomura Capital (India) Private Limited will be held on **Thursday, 26<sup>th</sup> day of September 2024 at 10.45 a.m.** (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, 2024, 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, 2024, 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. Kalyaniwalla & Mistry LLP Chartered Accountants (“K&M”) FRN 104607W/W100166, Chartered Accountants and the Directors' Report on the Annual Accounts of the Company for the financial year ended March 31, 2024, 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 do all such acts, deeds, matters and things as may be required in this connection and to sign, execute and file all such form(s), paper(s) and document(s) as may be considered necessary or expedient in this matter and to take all such steps/ actions as the Directors deem fit to give effect to the aforesaid resolution.

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

**Special Business:**

2. To consider and approve the appointment of Mr. Saurabh Banglani (DIN: 10497938) 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 other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and rules made thereunder, consent of the members be and is hereby accorded for the appointment of Mr. Saurabh Banglani (DIN: 10497938) who was appointed by the Board of Directors as an “Additional Director and Whole-time director” of the Company with effect from July 19, 2024 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 of five years from the original date of his appointment as an “Additional Director

and Whole Time Director" i.e. with effect from July 19, 2024 to July 18, 2029 as per the terms and conditions of appointment as may be decided by the Board of Directors;

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things necessary to give effect to the resolution;

**RESOLVED FURTHER THAT** any Director and Company Secretary of the Company be and are hereby severally authorized to issue a copy of this resolution as certified true copy to the relevant authorities, file necessary forms with the Ministry of Corporate Affairs, intimate the same to the Stock Exchange(s)."

3. To consider and approve the appointment of Mr. Chua Kim Leng (DIN: 10728188) as a Non-Executive Independent Director of the Company and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Regulation 17(1A) and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and the existing Articles of Association of the Company, and on the basis of recommendation of the Nomination and Remuneration Committee, Board of Directors had approved the appointment of Mr. Chua Kim Leng (DIN: 10728188), as an Additional and Independent Director of the Company for a term of one year, and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and under Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 1 (one) year with effect from August 6, 2024 to August 5, 2025 on such terms and conditions including sitting fees as stated in the appointment letter;

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things necessary to give effect to the resolution;

**RESOLVED FURTHER THAT** any Director and Company Secretary of the Company be and are hereby severally authorized to issue a copy of this resolution as certified true copy to the relevant authorities, file necessary forms with the Ministry of Corporate Affairs, intimate the same to the Stock Exchange(s)."

4. To consider and approve the appointment of Ms. Renu Basu (DIN: 03550920) as a Non- Executive Independent Director of the Company and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Regulation 17(1A) and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and the existing Articles of Association of the Company, and on the basis of recommendation of the Nomination and Remuneration Committee, Board of Directors thereof which had approved the appointment of Ms. Renu Basu (DIN: 03550920), as an Additional and Independent Director of the Company for a term of one year, and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and under Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 1 (one) year with effect from August 6, 2024 to August 5, 2025 on such terms and conditions including sitting fees as stated in the appointment letter;

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things necessary to give effect to the resolution;

**RESOLVED FURTHER THAT** any Director and Company Secretary of the Company be and are hereby severally authorized to issue a copy of this resolution as certified true copy to the relevant authorities, file necessary forms with the Ministry of Corporate Affairs, intimate the same to the Stock Exchange(s)."

**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 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. General Circular no. 09/2023 dated September 25, 2023, MCA has extended Time period for holding of AGM / EGM or passing of Ordinary/ Special Resolution through Video Conferencing till 30th September 2024. 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 2023-24.
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**

Aritree  
Chaudhuri

Digitally signed by  
Aritree Chaudhuri  
Date: 2024.09.12  
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**Aritree 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:** September 12, 2024  
**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. 2****To consider and approve the appointment of Mr. Saurabh Banglani (DIN: 10497938) as a Whole-time Director of the Company:**

The shareholders are requested to note that the Board of Directors of the Company had appointed Mr. Saurabh Banglani (DIN: 10497938) as an "Additional Director" under Section 161 of Companies Act, 2013 with effect from July 19, 2024, and designated him as a Whole Time Director in accordance with Section 196 and he holds office only up to the date of this Annual General Meeting of the Company.

Accordingly, it has now been proposed by the Board of Directors to approve his appointment as a Director in accordance with Section 152 of the Companies Act, 2013 and being designated as a Whole Time Director of the Company.

Mr. Saurabh Banglani is a Post Graduate Program in Management (equivalent to MBA) from Indian Institute of Management, Ahmedabad and holds Masters and Bachelor of Technology degree from Indian Institute of Technology, Bombay. He has experience of around 14 years in corporate and syndicated loans and debt focusing on India and Southeast Asia.

Further, Mr. Saurabh Banglani is not disqualified as per Section 164 of the Companies Act, 2013. Considering his experience and qualifications, the Board is of the opinion that the appointment of Mr. Saurabh Banglani is in the best interest of the Company. The details required to be disclosed pursuant to Secretarial Standards – 2 (Secretarial standards as on general meeting) are disclosed in **Annexure I** of the Notice for the reference of the members.

The Board recommends the passing of the above as an ordinary resolution.

Except Mr. Saurabh Banglani, None of the Directors or Key Managerial Personnel of the Company or their relatives are interested in the resolution.

**Item no. 3:****To consider and approve the appointment of Mr. Chua Kim Leng (DIN: 10728188) as a Non-Executive Independent Director of the Company:**

Mr. Chua Kim Leng (DIN: 10728188) was appointed as an Additional Director (Non-Executive Independent) based on the approval and recommendation of the Nomination and Remuneration Committee and by the Board of Directors at their meeting held on August 6, 2024. He was appointed for a term of one year with effect from August 6, 2024, subject to approval of shareholders at the ensuing General Meeting or within 3 months of appointment, whichever is earlier.

Mr. Chua Kim Leng has 25 years of experience in the supervision and regulation of financial institutions while with the Monetary Authority of Singapore. He has 6 years of experience as an Independent Director on the Board of financial institutions.

Taking into consideration his valuable experience in the various fields, the Board of Directors of the Company hold the opinion that appointment of Mr. Leng as a Non-Executive Independent Director of the Company would be in the best interest of the Company.

The Board has received the necessary declarations and disclosures from the Independent Directors and after undertaking due assessment of the veracity of the same, in the opinion of the Board, Mr. Leng fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a director in Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors)

Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The details required in accordance with para 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is mentioned in **Annexure I** of the Notice.

The brief details of Mr. Leng along with his experience and educational qualification in accordance with the requirement under para 1.2.5 of the Secretarial Standard on General Meetings (SS 2) are disclosed in **Annexure I** of the Notice for the reference of the members.

Accordingly, the shareholders are requested to consider the appointment of Mr. Chua Kim Leng as Non-Executive Independent Director of the Company and to pass the resolution set out in item no. 3 of the notice as **Special Resolution**.

The letter of appointment containing the terms and conditions of appointment is available for inspection at the registered office of the Company during business hours and upon request, by electronic means and shall also be available for inspection during the Annual General Meeting by electronic means.

The Board of Directors recommend the passing of the above resolution as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or personally interested, financially or otherwise, except to the extent of their shareholding.

**Item no. 4:**

**To consider and approve the appointment of Ms. Renu Basu (DIN: 03550920) as a Non-Executive Independent Director of the Company:**

Ms. Renu Basu (DIN: 03550920) was appointed as an Additional Director (Non-Executive Independent) based on the approval and recommendation of the Nomination and Remuneration Committee and by the Board of Directors at their meeting held on August 6, 2024. She was appointed for a term of one year with effect from August 6, 2024, subject to approval of shareholders at the ensuing General Meeting or within 3 months of appointment, whichever is earlier.

Ms. Renu Basu is a qualified legal professional with over 30 years' experience in customer management, revenue management, brand building, marketing including digital marketing, CRM and loyalty. In addition to the above she has over 13 years of Board experience.

Taking into consideration her valuable experience in the various fields, the Board of Directors of the Company hold the opinion that appointment of Ms. Basu as a Non-Executive Independent Director of the Company would be in the best interest of the Company.

The Board has received the necessary declarations and disclosures from the Independent Directors and after undertaking due assessment of the veracity of the same, in the opinion of the Board, Ms. Basu fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for her appointment. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a director in Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The brief details of Ms. Basu along with her experience and educational qualification in accordance with the requirement under para 1.2.5 of the Secretarial Standard on General Meetings (SS 2) are disclosed in **Annexure I** of the Notice for the reference of the members.

Accordingly, the shareholders are requested to consider the appointment of Ms. Renu Basu as Non-Executive Independent Director of the Company and to pass the resolution set out in item no. 4 of the notice as **Special Resolution**.

The letter of appointment containing the terms and conditions of appointment is available for inspection at the registered office of the Company during business hours and upon request, by electronic means and shall also be available for inspection during the Annual General Meeting by electronic means.

The Board of Directors recommend the passing of the above resolution as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or personally interested, financially or otherwise, except to the extent of their shareholding.

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

Aritree  
Chaudhuri

Digitally signed by  
Aritree Chaudhuri  
Date: 2024.09.12  
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**Aritree 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:** September 12, 2024  
**Place:** Mumbai

**Annexure I**

The brief details of Directors along with their experience and educational qualification in accordance with para 1.2.5 of the Secretarial Standard on General Meetings (SS-2) for Item no. 2, 3 and 4:

<b>Sr. No</b>	<b>Particulars</b>	<b>Details</b>		
<b>1.</b>	Name of Director	Mr. Saurabh Banglani	Mr. Chua Kim Leng	Ms. Renu Basu
<b>2.</b>	DIN	10497938	10728188	03550920
<b>3.</b>	Category	Executive Director (Wholetime Director)	Non-Executive Independent Director	Non-Executive Independent Director
<b>4.</b>	Date of Birth	21/10/1981	21/03/1969	27/04/1960
<b>5.</b>	Age	42 Years	55 Years	64 Years
<b>6.</b>	Qualification	Post Graduate Program in Management (equivalent to MBA), Indian Institute of Management, Ahmedabad and Masters and Bachelors of Technology, Indian Institute of Technology, Bombay	Bachelors of Business Administration (Hon), National University of Singapore, 1994	Bachelor of Laws, University of Bombay Bachelor of Arts in Psychology, University of Bombay Diploma in Marketing Management, Jamnalal Bajaj Institute of Management Studies, University of Bombay Management Development Program from University of Michigan Business School
<b>7.</b>	No. of Equity Shares held in the Company, including shareholding as a beneficial owner.	NIL	NIL	NIL
<b>8.</b>	Brief profile/ Brief resume of the Director	As per the explanatory statement	As per the explanatory statement	As per the explanatory statement
<b>9.</b>	Terms and Conditions	As per the letter of appointment with authority to the Board of Directors to alter and vary the terms and conditions of appointment in accordance with the policies of the Company.	As per the letter of appointment.	As per the letter of appointment.



<b>10.</b>	Date of first appointment	July 19, 2024	August 6, 2024	August 6, 2024
<b>11.</b>	Directorships held in other Companies, including listed entities from which the person has resigned in the last years.	Nil	Nil	2
<b>12.</b>	Particulars of Committee Chairmanship/ Membership held in other Indian Companies	Nil	Nil	<ol style="list-style-type: none"> <li>1. Chairperson of Customer Service Committee of Unity Small Finance Bank</li> <li>2. Member of IT Strategy Committee of Unity Small Finance Bank</li> <li>3. Member of Stakeholders Relationship Committee of Unity Small Finance Bank</li> <li>4. Member of Review Committee of Wilful Defaulters of Unity Small Finance Bank</li> </ol>
<b>13.</b>	Relationship with other Directors inter-se	NA	NA	NA
<b>14.</b>	No. of board meetings attended during the financial year 2023-24 and till date of circulation of notice	1	Nil	Nil
<b>15.</b>	Details of Remuneration Sought to be paid	NA	As per the letter of appointment.	As per the letter of appointment.
<b>16.</b>	Remuneration last paid	NA	NA	NA