

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 Extra-Ordinary General Meeting of the shareholders of Nomura Capital (India) Private Limited will be held on Wednesday, November 27, 2024 at 12.00 p.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, 11th Level, Plot F, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai - 400018 to transact the following business:

Special Business:**TO ISSUE REDEEMABLE, RATED/ UNRATED, UNSECURED/ SECURED AND LISTED/ UNLISTED 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 supersession of the resolution passed in the Extra-Ordinary General Meeting held on March 19, 2024 and in accordance with the provisions of sections 23(2), 42, 71 and 179 of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 and subject to any other applicable provisions of the Companies Act, 2013 and rules thereunder, the enabling provisions of the Memorandum and Articles of Association of the Company, the Foreign Exchange Management, 1999, the rules, regulations, notifications, circulars, directions 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 re-enactment thereof for the time being in force and subject to any statutory or regulatory approvals, consents, permissions and/or sanctions as may be deemed necessary and 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/unrated, unsecured/secured and listed / unlisted non-convertible debentures (the “**Debentures**”) which shall not exceed INR 3500,00,00,000/- (Indian Rupees Three Thousand Five Hundred Crores Only), outstanding at any point of time, 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 in Form PAS-5 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, Unrated/Rated, Unsecured/Secured and Listed/ Unlisted 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

Email: indiacorporatesecretarial1@nomura.com

Nomura Capital (India) Private Limited

Registered in India no. U67190MH2009FTC194618.

A member of the Nomura group of companies

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 the Company shall not utilize the proceeds of the aforesaid issue until filing of form PAS-3 with the Registrar of Companies ("**ROC**")

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. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("**Act**") stating material facts and reasons for the proposed resolution(s) 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 14th December, 2021 and No. 09/2023 dated September 25, 2023, has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till 31st December, 2024. In the recent General Circular No. 09/2024 dated 19th September, 2024 (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 2025. Accordingly, the EGM is being conducted in compliance with the above-mentioned circulars.
4. The Company is pleased to inform that the EGM 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 EGM 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 items of the Agenda are made available for inspection on demand made by members via screen shared through Video Conferencing.
13. 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.
14. 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.

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 Capital (India) Private Limited**

Aritree Chaudhuri
Company Secretary
Membership No. A43847
Address: Ceejay House, 11th Level, Plot F,
Shivsagar Estate, Dr. Annie Besant Road,
Worli, Mumbai - 400018

Date: November 7, 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: U67190MH2009FTC194618

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

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 1 in the accompanying Notice of the Extra Ordinary General Meeting of the members dated November 27, 2024.

In the Extra-ordinary General meeting held on March 19, 2024, the members of the Company had approved raising of funds through the issue of redeemable, unrated/rated, unsecured/secured and listed/ unlisted non-convertible debentures aggregating to not more than INR 1600,00,00,000/- (Indian Rupees One Thousand Six Hundred Crores Only) ("Debentures"), outstanding at any point of time, in one or more tranche(s) by way of private placement (the "Debenture Issue") for a period of one(1) year.

The company intends to expand its corporate loan book and therefore the funds raised from the Debentures Issue would be used to invest in corporate bonds and loans of various companies. During the FY 2023-24 and FY 2024-25, the Company has raised funds of INR 935 Crore (Indian Rupees Nine Hundred Thirty-Five crores only) (outstanding as on date) in the form of redeemable, rated, secured and listed non-convertible debentures having maturity of more than one year.

Further vide Board Resolution dated [November 6, 2024] the company is authorised to borrow money, in the form of term loan from banks, Non-Convertible Debentures (Secured/Unsecured), Commercial Papers, Inter-Corporate Deposits or any other instrument 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 35 billion or 4 times] the Net Owned Funds as at the end of March of the preceding financial year, whichever is lower.

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 the proposed Extra-Ordinary General Meeting for issue of Non- Convertible Debentures for an amount not exceeding INR 3500,00,00,000/- (Indian Rupees Three Thousand Five 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 3500,00,00,000/- (Indian Rupees Three Thousand Five Hundred Crores Only), outstanding at any point of time, 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	November 6, 2024
3.	Kind of Securities offered	Redeemable, Unrated/Rated, Unsecured/Secured and Listed/ Unlisted 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	Not exceeding INR 3500,00,00,000/- (Indian Rupees Three Thousand Five Hundred 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	The NCDs to be issued, together with all interest due on the NCDs in respect thereof shall be secured by way of Exclusive floating charge in favour of the Debenture Trustee on Investments/Loans of the Issue.

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 Capital (India) Private Limited**

Aritree Chaudhuri
Company Secretary
Membership No. A43847
Address: Ceejay House, 11th Level, Plot F,
Shivsagar Estate, Dr. Annie Besant Road,
Worli, Mumbai - 400018

Date: November 7, 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: U67190MH2009FTC194618