

Nomura Financial Advisory and Securities (India) Private Limited

Registered Office:

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

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Website www.nomura.com

NOMURA FINANCIAL ADVISORY AND SECURITIES (INDIA) PRIVATE LIMITED**CIN: U74140MH2007PTC169116****NOTICE**

Notice is hereby given that the 16th Annual General Meeting of the shareholders of Nomura Financial Advisory and Securities (India) Private Limited will be held on Wednesday, September 27, 2023 at 1.30 pm (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, Level 11, 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 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."

Special Business:

2. To consider the appointment of Mr. Vipul Chatwani as a 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 152 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) thereto or re-enactment thereof), Mr. Vipul Chatwani (DIN: 00337576), appointed as an Additional Director of the Company with effect from July 11, 2023 pursuant to the provisions of section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company;

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."

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 14th December, 2021 has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till 31st 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 Financial Advisory and Securities (India) Private Limited**



Kishore Pitchumani Iyer
Whole-time Director
DIN: 01181606

Address: Ceejay House, Level 11, Plot F
Shivsagar Estate, Dr. Annie Besant Road,
Worli, Mumbai - 400018

Date: 05 September 2023
Place: Mumbai

Regd. Office:

Ceejay House, Level 11, Plot F
Shivsagar Estate, Dr. Annie Besant Road,
Worli, Mumbai - 400018
Tel: 022-40374037
Fax: 022-40374111
CIN: U74140MH2007PTC169116

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**Item No. 2**

The shareholders are requested to note that the Board of Directors of the Company appointed Mr. Vipul Chatwani (DIN 00337576) as an "Additional Director" under Section 161 of Companies Act, 2013 with effect from July 11, 2023 and he holds office only up to the date of this 16th Annual General Meeting of the Company.

Brief profile of Mr. Vipul Chatwani is as under:

Director Identification Number (DIN)	00337576
Educational/ Professional qualification	B.Com, C.A., C.W.A
Experience	Total 28 years of experience in financial services sector

The necessary declarations and disclosures have been received from Mr. Vipul Chatwani in terms of the Companies Act, 2013 (i.e. Form MBP-1 and DIR 8). He is also a member of Corporate Social Responsibility ("CSR") Committee. Mr. Vipul Chatwani has also attended the Board meeting held in the FY 2023-24.

He does not hold by himself or for any other person on a beneficial basis, any shares in the Company and is also not related to any of the Directors of the Company.

The Board of Directors therefore propose to appoint him as a Non-Executive Director on the Board of the Company.

The Board recommends the resolution for the approval of the shareholders by way of an Ordinary resolution.

None of the Directors of the Company or their relatives with the exception of Mr. Vipul Chatwani is concerned or interested in the resolution No. 2 set out in the Notice.

For, **Nomura Financial Advisory and Securities (India) Private Limited**

By Order of the Board

Kishore Iyer
Whole-time Director
DIN: 01181606

Address: Ceejay House, Level 11, Plot F
Shivsagar Estate, Dr. Annie Besant Road,
Worli, Mumbai - 400018

Date: 05 September 2023
Place: Mumbai

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