

Nomura Fixed Income Securities 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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Facsimile +91 22 4037 4111
Website www.nomura.com

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting ("**EGM**") of Nomura Fixed Income Securities Private Limited ("Company") will be held at a shorter notice on 7th, December, 2023 at 11.30 AM (IST) through Video Conferencing/ Other Audio-Visual Means ("**VC**"). 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:**1. CONVERSION OF PRIVATE COMPANY INTO PUBLIC COMPANY:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 14 and any other applicable provisions of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and the rules framed there under, approval of the members be and is hereby accorded to convert the status of the Company from a 'Private Company' to a 'Public Company' and subsequently the name of the Company is hereby changed from "**Nomura Fixed Income Securities Private Limited**" to "**Nomura Fixed Income Securities Limited**" by deletion of the word "Private" from the name of the Company;

RESOLVED FURTHER THAT the word "Private" wherever appearing in the Articles of Association and Memorandum of Association of the Company and all such other papers, documents and matters be and is hereby deleted;

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 any director or Company Secretary of the Company be and is hereby severally authorized to issue a copy of this resolution as certified true copy to the relevant authorities."

2. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the approval of the members of the Company, be and is hereby accorded for the alteration in the Articles of Association of the Company detailed as under –

- (a) In the headline and wherever else it appears, the figure "1956" to be replaced by "2013";
- (b) In the heading and Article 1, the words "'Table 'A'" to be replaced by "'Table 'F'", wherever it appears;
- (c) Article 2 to be deleted.
- (d) In Article 3(b), the figure "85" to be replaced with "43".
- (e) Article 4 to be substituted with the following:

"4. In addition to, and without derogating from the power for that purpose conferred on the Directors under these Articles, the Company in a General Meeting may, subject to the

compliances of Sections 42 and 62 of the Act as the case may be and Rules issued there under, determine to issue further Shares out of the authorized but unissued share capital of the Company and may determine that any shares shall be offered to such Persons (whether Members or holders of Debentures of the Company or not) in such proportions and on such terms and conditions and either at a premium or at par, as such General Meeting shall determine and with full power to give any Person (whether a Member or holder of Debentures of the Company or not) option to be exercisable at such times and for such consideration as may be directed by such General Meeting and subject to such other provisions whatsoever as the case may be, stipulated by the General Meeting, for the issue, allotment or disposal of any share."

(f) In Article 5, the figure "80" to be replaced with "55".

(g) In Article 6, the second para to be deleted.

(h) In Article 7, the figures and word "100 to 105" to be replaced with "66".

(i) In Article 8 the figures and word "77A, 77AA and 77B" to be replaced with "68 to 70".

(j) In Article 9 the figure "79A" to be replaced with "54".

(k) In Article 16, the figure "108" to be replaced with "56".

(l) In Article 19, the figure "150" to be replaced with "88".

(m) Article 20 to be deleted.

(n) Article 21 to be amended with the following:

- (i) In clause (b), the word "or" to be deleted;
- (ii) Clauses (c) and (d) to be deleted.

(o) Article 23 (d) to be substituted with the following:

"23. If the Company refuses to register the transfer of any share or transmission of any right therein the Company shall, within one month from the date on which the instrument of transferor intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor to the person giving intimation of transmission, as the case may be, and thereupon the provisions of the Act shall apply."

(p) In Article 28, the figure and word "2 (two)" to be replaced with "3 (three)" and the figure and word "12 (twelve)" to be replaced with "15 (fifteen)"

(q) Article 29 to be amended with the following:

- (i) In clause (b), the figure "72" to be replaced with "66", and the figure "260" to be replaced with "161";
- (ii) In clause (b), the words "Table 'A'" to be replaced with "Table 'F'";
- (iii) In clause (d), the figure "313" to be replaced with "161"; and
- (iv) Clause (e) to be deleted.

(r) Article 31A to be inserted with the following:

"31A. Subject to the provisions of the Act and these Articles, the Managing Director or Managing Directors or Whole-time Director or Whole-time Directors shall not while he or they continue to hold that office, be subject to retirement by rotation but he or they shall, subject to the provisions of any contract between him or them and the Company be subject to the same provisions as to resignation and removal as the other Director of the Company and he or they shall ipso facto and immediately cease to be Managing Director or Managing Directors or Whole time Director or Whole time Directors if he or they cease to hold the office of Director from any cause."

(s) In Article 36 the figure "289" to be replaced with "175".

(t) Article 39 to be amended with the following:

- (i) In clause (a), the word "seven working" to be replaced with the words "clear twenty one";
- (ii) Clause (b) to be deleted;
- (iii) In clause (g) the word "two" to be replaced with "five";
- (iv) Clause (h) to be deleted.

(u) Article 40 to be amended with the following:

- (i) In clause (a) the figure "287" to be replaced with "174";
- (ii) In clause (b) the first sentence shall be substituted with the following

"Subject to the provisions of Section 173 of the Act, the Directors may meet together as a Board from time to time and shall hold a minimum number of four (4) meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board."

- (iii) In clause (h) the figure "292" to be replaced with "179";

(v) In Article 42 the figure "292" to be replaced with "180"; and

(w) In Article 46, the words "or by the Tribunal" be inserted at the end of the paragraph.

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 any director or Company Secretary of the Company be and is hereby severally authorized to issue a copy of this resolution as certified true copy to the relevant authorities."

3. TO APPROVE CREATION OF MORTGAGE / HYPOTHECATION / CHARGE ON THE PROPERTIES / UNDERTAKINGS OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the banks, non-banking financial companies, financial institutions and other lender(s), Agent(s) and Trustee(s), for securing the borrowings of the company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities in the nature of debt securities issued/ to be issued by the company (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company (hereinafter termed 'loans'), from time to time.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit;.

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

4. TO APPROVE INCREASE IN THE BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(C) OF COMPANIES ACT, 2013

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from banks, financial institutions, corporates and other body corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding INR 150 billion or 15 times the Net owned funds (NOF) as at the end of March of the preceding financial year, whichever is lower, at any point of time and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit;

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

By Order of the Board
For, **Nomura Fixed Income Securities Private Limited**

JAIDEEP
SINGH SETHI
Digitally signed by JAIDEEP
SINGH SETHI
Date: 2023.11.30 19:07:16
+05'30'

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: 30.11.2023

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: U65910MH2007PTC168237

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") 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.
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 Fixed Income Securities Private Limited**

JAIDEEP SINGH
SETHI

Digitally signed by JAIDEEP SINGH
SETHI
Date: 2023.11.30 19:07:53 +05'30'

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: 30.11.2023

Place: Mumbai

Regd. Office:

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Tel: 022-40374037
Fax: 022-40374111
CIN: U65910MH2007PTC168237

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item Nos. 1 and 2

Conversion of the company from a private company to a public company and Alteration of Articles of Association of the Company:

Members will note that the Company was formed as a private company. Your Directors at a Board meeting held on November 30, 2023 had proposed to change the status of the Company into a public company to meet new business opportunities.

Pursuant to the conversion to a public company, consequential changes are proposed to the name of the company as contained in the Memorandum and Articles of Association of the Company.

The conversion of the Company from a private company to a public company will require the deletion of references to clauses pertaining to a private company from the existing Articles of Association of the Company (the "Articles of Association") and to include provisions applicable to a public company, as set out in the resolution no.2.

Shareholders' approval is required for the conversion of the Company from a private company to a public company. Pursuant to the provisions of Section 14 of the Companies Act, 2013, any amendment in the Articles of Association requires approval of the members of the company by way of special resolution.

Copies of the existing Articles of Association and the revised Articles of Association are available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the extra-ordinary general meeting.

The Board recommends passing of the resolutions as set out in Item Nos. 1 and 2.

None of the directors or key managerial persons or their relatives, is concerned or interested, financial or otherwise, in the resolution.

Item Nos. 3

To approve creation of mortgage / hypothecation / charge on the properties / undertakings of the company under Section 180(1)(a) of the Companies Act, 2013

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need to, from time to time, mortgage and/or charge all or any of the movable and /or immovable assets and the whole or substantially the whole undertaking of the Company.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013, the Company can sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with a prior consent of the shareholders of the Company obtained by way of a special resolution. The current resolution excludes sale or purchase and is only for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine.

The Board recommends the passing of the resolution under item no. 3 as Special Resolution.

None of the directors or key managerial persons or their relatives, is concerned or interested, financial or otherwise, in the resolution.

Item Nos. 4

To approve increase in the borrowing limits of the Company under Section 180(1)(c) of Companies Act, 2013

In accordance with the provisions of Section 180 (1)(c) of the Companies Act, 2013, the Company can borrow exceeding the aggregate of its paid-up capital and free reserves with a prior consent of the shareholders of the Company obtained by way of a special resolution.

The Board recommends the passing of the resolution under item no. 4 as Special Resolution.

None of the directors or key managerial persons or their relatives, is concerned or interested, financial or otherwise, in the resolution.

By Order of the Board
For, **Nomura Fixed Income Securities Private Limited**

JAIDEEP SINGH SETHI
Digitally signed by JAIDEEP SINGH SETHI
Date: 2023.11.30 19:08:28 +05'30'

Jaideep Singh Sethi
Company Secretary
Membership No.: A38290
Address: Ceejay House, 11th Level, Plot F
Shivsagar Estate, Dr. Annie Besant Road,
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Date: 30.11.2023

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