NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN 01/2025-26 EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF NIRMAL BANG SECURITIES PRIVATE LIMITED WILL BE HELD AT A SHORTER NOTICE ON FRIDAY 12TH DAY OF SEPTEMBER 2025 AT 11.00 A.M (IST), AT THE REGISTERED ADDRESS OF THE COMPANY AT B-2, 302, MARATHON INNOVA, GANPATRAO KADAM MARG, PENINSULA CORPORATE PARK, LOWER PAREL (W) MUMBAI-400013 TO TRANSACT THE FOLLOWING BUSINESS(ES):

SPECIAL BUSINESS:

APPROVAL FOR OFFER AND ISSUE OF UNSECURED NON-CONVERTIBLE DEBENTURES BY WAY OF PRIVATE PLACEMENT:

To consider and, if thought fit, to pass with or without modification, the following as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 42, 71 and 179 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, including any modification, amendment, substitution or re-enactment thereof, for the time being in force and the provisions of the memorandum of association and the articles of association of the Company, the approval and consent of the members of the Company, be and is hereby accorded to the board of directors of the Company (the "Board") for issue, to make offer(s) and/or invitation(s) to eligible persons to subscribe to, non-convertible debentures

((a) listed or unlisted, (b) senior secured, (c) senior unsecured, (d) unsecured, (e) subordinated, (f) any others (as may be determined)) (including market linked debentures) ("NCDs"), on a private placement basis, in one or more tranches, to such person(s), 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; provided that the outstanding amounts of all such NCDs at any time during the period shall not exceed INR 10,00,00,00,000/- (Indian Rupees One Thousand Crore Only)."

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 of the Company be and is hereby authorized and empowered to arrange, settle and determine the terms and conditions (including without limitation, interest, repayment, security or otherwise) as it may think fit of such NCDs, and to do all such acts, deeds, and things, and to execute all such documents, instruments and writings as may be required to give effect to these resolutions."

By order of the Board of Directors
For Nirmal Securities Private Limited

Dilip Mishrilal Bang
Managing Director
DIN: 00797818
Address: 2903 Vivarea Tower,D Wing,
Sane Guruji Marg Mahalaxmi,
Jacob Circle, Mumbai 400011 ,
Place: Mumbai
Date: 11.09.2025

NOTES:

1. THE EXTRA-ORDINARY GENERAL MEETING IS BEING CONVENED AT A SHORTER NOTICE PURSUANT TO SECTION 101(1) OF THE COMPANIES ACT, 2013 ("**ACT**") WITH THE CONSENT GIVEN IN WRITING/BY ELECTRONIC MODE BY MAJORITY IN NUMBER OF MEMBERS ENTITLED TO VOTE AND WHO REPRESENT NOT LESS THAN 95 % (NINETY-FIVE PER CENT) OF SUCH PART OF THE PAID-UP SHARE CAPITAL OF THE COMPANY AS GIVES A RIGHT TO VOTE AT THE MEETING. THE MEMBERS ARE REQUESTED TO SIGN THE ENCLOSED CONSENT FOR SHORTER NOTICE TO ATTEND THE EXTRA-ORDINARY GENERAL MEETING AND SEND IT TO THE COMPANY.

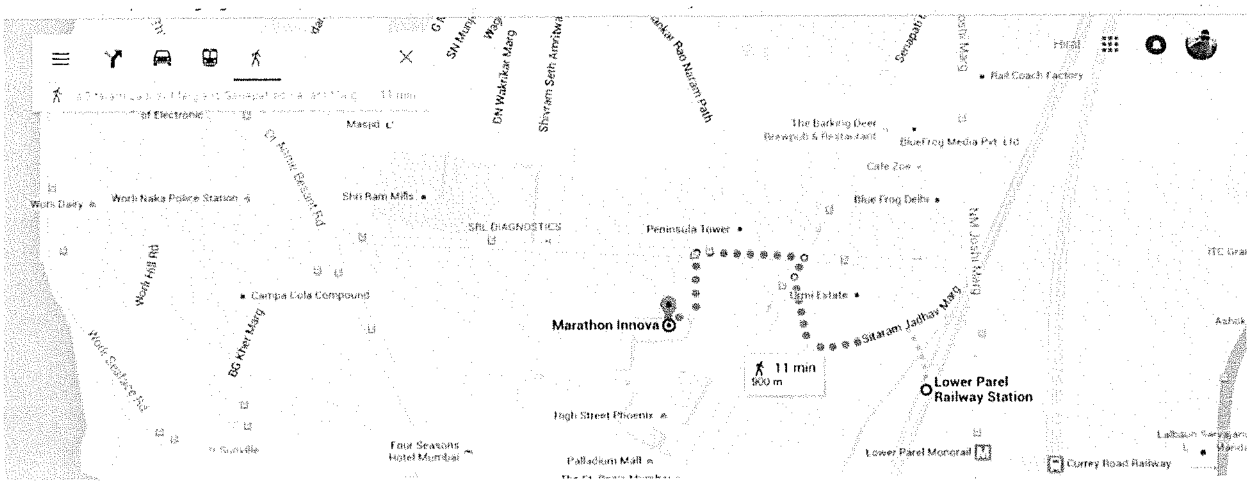
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETINGS IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ONLY, INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

3. THE RELATIVE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE BUSINESS UNDER ITEM NO. 1 SET OUT ABOVE IS ANNEXED HERETO.

4. CORPORATE MEMBERS ARE REQUESTED TO SEND DULY CERTIFIED TRUE COPIES OF BOARD RESOLUTION, PURSUANT TO SECTION 113 OF THE COMPANIES ACT, 2013 AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE THE EXTRA-ORDINARY GENERAL MEETING.

5. ALL DOCUMENTS REFERRED TO IN THIS NOTICE AND EXPLANATORY STATEMENT ANNEXED HERETO IS AVAILABLE FOR INSPECTION OF THE MEMBERS OF THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY.

6. ROUTE MAP AND PROMINENT LANDMARK FOR EASY LOCATION OF THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING.


Marathon Innova
Lower Parel
Railway Station
11 min
900 m
Sitaram Jadhav Marg
Peninsula Tower
Urmi Estate
High Street Phoenix
Palladium Mall
Lower Parel Monorail
Currey Road Railway
Four Seasons
Hotel Mumbai
Campa Cola Compound
BG Kher Marg
Worli Hill Rd
Worli Naka Police Station
Shri Ram Mills
SRL DIAGNOSTICS
NM Joshi Marg
Blue Frog Delhi
Cafe Zoe
BlueFrog Media Pvt Ltd
The Barking Deer
Brewpub & Restaurant
Rail Coach Factory
DN Waknikar Marg
Masjid

Form No. MGT-11 Proxy form.

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U99999MH1997PTC110659

Name of the Company : Nirmal Bang Securities Private Limited

Registered office : B-2 302, Marathon Innova, Ganpatrao Kadam Marg Peninsula Corporate Park Lower Parel West Mumbai - 400013

Name of the member (s): Registered address: E-mail Id: Folio No/ Client Id: DP ID: I/We, being the member (s) of .... shares of the above-named company, hereby appoint: Name: .... Address: .... E-mail Id: .... Signature: .... as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary general meeting of the company, to be held at shorter notice on **FRIDAY SEPTEMBER 12, 2025, AT 11.00 A.M** at shorter notice.at the Registered Office of the Company situated at B-2 302, Marathon Innova, Ganpatrao Kadam Marg, Peninsula Corporate Park, Lower Parel West, Mumbai - 400013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For #	Against #
Item No. 1	Issuance of Non-Convertible Debentures as decided by the Board subject to the approval of Members and pass the following resolution as a Special Resolution.		

Affix Revenue Stamp

Signed this...... day of September 2025

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

General Meeting, **FRIDAY SEPTEMBER 12, 2025, AT 11.00 A.M**
Regd. Folio No.______/DP ID_________ _Client ID/Ben. A/C________ ___No. of shares held_____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the General Meeting of the Company on **FRIDAY SEPTEMBER 12, 2025, AT 11.00 A.M** at the Registered Office of the Company situated at B-2 302, Marathon Innova, Ganpatrao Kadam Marg Peninsula Corporate Park Lower Parel West Mumbai – 400013

____

Member's/Proxy's name in Block Letters

____

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

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 September 12, 2025.

To take approval of members for issuing and raising of funds through the issue of non-convertible debentures ((a) listed or unlisted, (b) senior secured, (c) senior unsecured, (d) unsecured, (e) subordinated, (f) any others (as may be determined)) (including market linked debentures) ("NCDs") aggregating to not more than INR. 1000 Crores (Indian Rupees. One Thousand Crores Only) ("Debentures"), in one or more tranche(s) by way of private placement (the "Debenture Issue")

The company intends to expand its operation and therefore the funds raised from the Debentures Issue would be used to for working Capital requirements.

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.

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. 1000 Crores (Indian Rupees. One Thousand Crores Only) ("Debentures"), on such terms and conditions as laid down below:

Sr 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	September 11,2025
3.	Kind of Securities offered.	non-convertible debentures ((a) listed or unlisted, (b) senior secured, (c) senior unsecured, (d) unsecured, (e) subordinated, (f) any others (as may be determined)) (including market linked debentures) ("NCDs")
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 the 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. 1000 Crores (Indian Rupees. One Thousand Crores Only) ("Debentures") 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	The funds raised by the Issue shall be utilized by the Issuer for working capital requirement of the Issuer ("Purpose").
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.	Not Applicable as Debentures are unsecured

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

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

For Nirmal Bang Securities Private Limited

Dilip M Bang

Dilip Mishrilal Bang
Managing Director
DIN: 00797818
Address: 2903 Vivarea Tower,D Wing,
Sane Guruji Marg Mahalaxmi,
Jacob Circle, Mumbai 400011 ,

Place: Mumbai
Date: 11.09.2025

Bang Equity Broking Private Limited
BSE Member : The Stock Exchange, Mumbai
CIN No. U64491MH1997PTC110690
SEBI REGN.: INZ000270338

Registered Address :
B-2, 302, Marathon Innova,
Ganpatrao Kadam Marg,
Opp. Peninsula Corporate Park,
Lower Parel West,
Mumbai - 400013

Tel: 6273 8000 / 6273 8001
Fax: 62738010
Email: cs.roc@nirmalbang.com

THE COMPANIES ACT, 2013
Consent by Shareholder for shorter notice
(Pursuant to section 101(1))

To,
The Board of Directors,
Nirmal Bang Securities Private Limited
B/2, 302, Marathon Innova, off.
Ganpatrao Kadam Marg, Lower Parel (West) Mumbai – 400 013

I, **Dilip Bang**, authorized representative on behalf of Bang Equity Broking Private Limited having its registered office at B/2, 302, Marathon Innova, Off. Ganpatrao Kadam Marg, Lower Parel (West) Mumbai – 400 013 holding 1087800 equity shares of Rs. 10/- each in Nirmal Bang Securities Private Limited (the Company) hereby give consent, pursuant to relevant section of the Companies Act, 2013, to hold the Extra-ordinary General Meeting of the Company on Friday September 12 2025 at 11.00 A.M. at shorter notice.

Signature:

Dilip Bang

Address: 2903 Vivarea Tower, D Wing,
Sane Guruji Marg Mahalaxmi,
Jacob Circle, Mumbai 400011

Place : Mumbai
DATE : 11.09.2025

BANG SECURITIES
PRIVATE. LIMITED.

CIN No. U65990MH1994PTC084038

SEBI REGN.: INZ000179933

B-2, 302, 3rd Floor, Marathon Innova,
Ganpatrao Kadam Marg,
Opp. Peninsula Corporate Park,
Lower Parel (W), Mumbai - 400013
Email : cs.roc@nirmalbang.com

Tel: 6273 8000
6273 8001
Fax: 6273 8010

COMPANIES ACT, 2013
Consent by Shareholder for shorter notice
(Pursuant to section 101(1))

To,
The Board of Directors,
Nirmal Bang Securities Private Limited
B/2, 302, Marathon Innova, off.
Ganpatrao Kadam Marg, Lower Parel (West) Mumbai – 400 013

I, **Dilip Mishrilal Bang**, Authorised Representative on behalf of Bang Securities Private Limited (the Company) having its registered office at B/2, 302, Marathon Innova, Off. Ganpatrao Kadam Marg, Lower Parel (West) Mumbai – 400 013 holding 925605 equity shares of Rs.10 each in **Nirmal Bang Securities Private Limited** hereby give consent, pursuant to relevant section of the Companies Act, 2013, hold the Extra-ordinary General Meeting of the Company on Friday September 12 2025 at 11.00 A.M. at shorter notice.

Signature:

Dilip M Bang

Dilip Mishrilal Bang
Address: 2903 Vivarea Tower, D Wing,
Sane Guruji Marg Mahalaxmi,
Jacob Circle, Mumbai 400011,

Place : Mumbai
DATE: 11.09.2025

THE COMPANIES ACT, 2013
Consent by Shareholder for shorter notice
(Pursuant to section 101(1))

To,
The Board of Directors,
Nirmal Bang Securities Private Limited
B/2, 302, Marathon Innova, off.
Ganpatrao Kadam Marg, Lower Parel (West) Mumbai – 400 013

I, **Dilip Bang** , first name holder residing at , 2903 Vivarea Tower, D Wing, Sane Guruji Marg Mahalaxmi, Jacob Circle, Mumbai 400011 holding **898955** equity shares of Rs. 10/- each jointly with **Anju Bang** in **Nirmal Bang Securities Private Limite**d hereby give consent, pursuant to relevant section of the Companies Act, 2013, to hold the Extra-ordinary General Meeting of the Company on Friday September 12 2025 at 11.00 A.M. at shorter notice.

Signature:

Dilip Bang

Address: 2903 Vivarea Tower, D Wing,

Sane Guruji Marg Mahalaxmi,

Jacob Circle, Mumbai 400011

Place : Mumbai
DATE : 11.09.2025

MINDSET SECURITIES PRIVATE LIMITED
(Formerly Known as Mindset Technologies Pvt. Ltd.)
Cin No.: U72900MH2000PTC127287 • SEBI REGN. INZ000162635
cs.roc@nirmalbang.com
Reg. Off : B-2, 302, Marathon Innova, Ganpatrao Kadam Marg, Opp. Peninsula Corporate Park, Lower Parel West, Mumbai - 400013. • Tel.: 022 6273 8000 / 6273 8001 • Fax : 022 6273 8010

THE COMPANIES ACT, 2013
Consent by Shareholder for shorter notice
(Pursuant to section 101(1))

To,
The Board of Directors,
Nirmal Bang Securities Private Limited
B/2, 302, Marathon Innova, off.
Ganpatrao Kadam Marg, Lower Parel (West) Mumbai – 400 013

I, **Dilip Mishrilal Bang** , Authorised Representative on behalf of Mindset Securities Private Limited (the Company) having its registered office at B/2, 302, Marathon Innova, Off. Ganpatrao Kadam Marg, Lower Parel (West) Mumbai – 400013 holding 838200 equity shares of Rs.10 each in **Nirmal Bang Securities Private Limited** hereby give consent, pursuant to relevant section of the Companies Act, 2013, hold the Extra-ordinary General Meeting of the Company on Friday September 12 2025 at 11.00 A.M. at shorter notice.

Signature:
Dilip Mishrilal Bang

Address: 3403, Vivarea Tower, A-Wing , Sane Guruji Marg

Mahalaxmi Mumbai MH 400011

Place : Mumbai
DATE : 11.09.2025

NIRMAL BANG
a relationship beyond broking

NIRMAL BANG COMMODITIES PVT. LTD.
FORMERLY KNOWN AS ENNEMBEE COMMODITIES PVT. LTD.

THE COMPANIES ACT, 2013
Consent by Shareholder for shorter notice
(Pursuant to section 101(1))

To,
The Board of Directors,
Nirmal Bang Securities Private Limited
B/2, 302, Marathon Innova, off.
Ganpatrao Kadam Marg, Lower Parel (West) Mumbai – 400 013

I, **Deepak Patel**, Authorised Representative on behalf of Nirmal Bang Commodities Private Limited (the Company) having its registered office at B/2, 302, Marathon Innova, Off. Ganpatrao Kadam Marg, Lower Parel (West) Mumbai – 400 013 holding 175550 equity shares of Rs.10 each in Nirmal Bang Securities Private Limited hereby give consent, pursuant to relevant section of the Companies Act, 2013, hold the Extra-ordinary General Meeting of the Company on Friday September 12 2025 at 11.00 A.M. at shorter notice.

Signature

Deepak Patel

Address: 22,Nivetia Nagar, Nivetia Road, Malad(East), Mumbai, 400097

Place : Mumbai
DATE: 11.09.2025