

NOTICE

Notice is hereby given that an 01/2023-24 Extraordinary General Meeting of the Members of Nirmal Bang Securities Private Limited will be held at a shorter notice on Monday 11th day of September 2023 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:

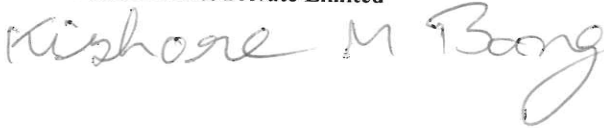
ENHANCEMENT IN THE ISSUE LIMIT OF NON-CONVERTIBLE DEBENTURES

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 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the 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") to enhance the limit to Rs.2000000000 (Rupees Two Hundred Crores Only) 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, for a period of one year from the date of passing of this resolution, provided that the outstanding amounts of all such NCDs at any time during the period shall not exceed INR .200,00,00,000/- (Indian Rupees .Two Hundred Crore Only)."

"**RESOLVED FURTHER THAT** the Board 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**



Kishore Bang

Director

DIN: 00797781

Address: Flat No.3403,34th Floor,
Vivarea Tower,BI (A Wing),
Sane Guruji Marg, Mumbai -400011,

Place: Mumbai

Date: 08.09.2023

Registered Office : B-2, 302, Marathon Innova, Ganpatrao Kadam Marg, Opp. Peninsula Corporate Park, Lower Parel (W), Mumbai - 400013

Tel.:6273 8000 / 6273 8001 Fax : 6273 8010

CIN NO.: U99999MH1997PTC110659

cs.roc@nirmalbang.com

Member : BSE, NSE, MSEI, MCX, NCDEX, ICEX SEBI Registration No. INZ000202536

**Exchange Registered Broker in BSE Currency Segment ,
Exchange Registered Broker in BSE & NSE Commodity Segment**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ATTACHED ALONG WITH THE NOTICE DATED 11TH Day of September 2023 .

The Board intends to enhance the limit for NCDS to be issued by the Company for which it would require approval of the members by passing special resolution.

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Prospectus and Allotment Rules**") deals with private placement of securities by a company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders/members ("**Members**") by means of a special resolution. Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures ("**NCDS**") exceeding the limits prescribed therein, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDS issued during a period of 1 (one) year from the date of passing of the aforementioned special resolution.

In order to augment resources for repayment/refinance of existing debt, working capital requirement, purchase of assets, investments, general corporate purposes etc. the Company may invite subscription for 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) to be issued by the Company, in one or more series/tranches on private placement basis. The NCDS proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the board of directors of the Company ("**Board**") on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Company to the Members:

<p>PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION</p>	<p>Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDS (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDS during the year.</p> <p>In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDS (whether secured/unsecured/subordinated/senior, rated/unrated, listed/unlisted, redeemable (including market linked debentures) NCDS) shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDS.</p>
<p>KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED</p>	<p>Non-convertible debt securities/NCDS.</p> <p>The NCDS will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.</p>

Registered Office : B-2, 302, Marathon Innova, Ganpatrao Kadam Marg, Opp. Peninsula Corporate Park, Lower Parel (W), Mumbai - 400013

Tel.: 6273 8000 / 6273 8001 Fax : 6273 8010

CIN NO.: U99999MH1997PTC110659

cs.roc@nirmalbang.com

Member : BSE, NSE, MSEI, MCX, NCDEX, ICEX SEBI Registration No. INZ000202536

Exchange Registered Broker in BSE Currency Segment ,

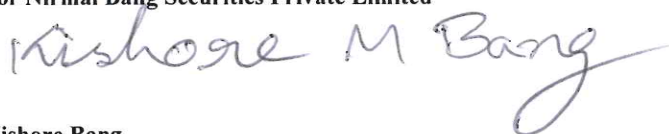
Exchange Registered Broker in BSE & NSE Commodity Segment

BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE	Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s).
NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.
AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution under Section 42 of the Companies Act, 2013.
MATERIAL TERMS OF RAISING OF SECURITIES, PROPOSED TIME SCHEDULE, PURPOSES OR OBJECTS OF OFFER, CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS; PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.

Accordingly, consent of the Members be sought to enhance the Limit for issuance of Non-convertible securities from Rs. 100 Crores (Rupees Hundred Crore) to Rs. 200 Crores (Rupees Two Hundred Crores) in connection with the aforesaid issue of NCDs and they are requested to authorize the Board to issue such NCDs during the year on private placement basis up to INR 200,00,00,000/- (Indian Rupees. Two Hundred Crores Only) as stipulated above, in one or more tranches.

None of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company. The Board recommends the passing of the resolution as special resolution.

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



Kishore Bang
Director
DIN: 00797781
Address: Flat No.3403,34th Floor,
Vivarea Tower,B1 (A Wing),
Sane Guruji Marg, Mumbai -400011,

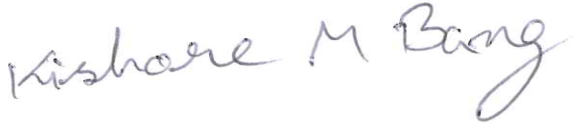
**Place: Mumbai
Date: 08.09.2023**

THE COMPANIES ACT, 2013
Consent by Shareholder for shorter notice

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, **Kishore Bang**, first name holder residing at 3403, Vivarea Tower, A-Wing, Sane Guruji Marg Mahalaxmi Mumbai MH-400011 holding **898390** equity shares of Rs. 10/- each Jointly with Suman Bang 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 Monday September 11 2023 at 11.00 A.M. at shorter notice.

Signature:



Kishore Bang

Address: 3403, Vivarea Tower, A-Wing, Sane Guruji Marg
Mahalaxmi Mumbai MH 400011

Place : Mumbai

THE COMPANIES ACT, 2013
Consent by Shareholder for shorter notice

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, **Kishore 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 hereby give consent, pursuant to relevant section of the Companies Act, 2013, hold the Extra-ordinary General Meeting of the Company on Monday September 11 2023 at 11.00 A.M. at shorter notice..

Signature:



Kishore Bang

Address: 3403, Vivarea Tower, A-Wing, Sane Guruji Marg
Mahalaxmi Mumbai MH 400011

Place : Mumbai

THE COMPANIES ACT, 2013
Consent by Shareholder for shorter notice

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, **Kishore 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 hereby give consent, pursuant to relevant section of the Companies Act, 2013, hold the Extra-ordinary General Meeting of the Company on Monday September 11 2023 at 11.00 A.M. at shorter notice.

Signature:



Kishore Bang

Address: 3403, Vivarea Tower, A-Wing, Sane Guruji Marg
Mahalaxmi Mumbai MH 400011

Place : Mumbai

THE COMPANIES ACT, 2013
Consent by Shareholder for shorter notice

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**, authorized representative on behalf of Shresth Tech Solutions Limited having its registered office at B/2, 302, Marathon Innova, Off. Ganpatrao Kadam Marg, Lower Parel (West) Mumbai – 400 013 holding **271800** 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 Monday September 11 2023 at 11.00 A.M. at shorter notice.

Signature:



Deepak Patel

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

Place : Mumbai

THE COMPANIES ACT, 2013
Consent by Shareholder for shorter notice

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 Monday September 11 2023 at 11.00 A.M. at shorter notice.



Signature

Deepak Patel

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

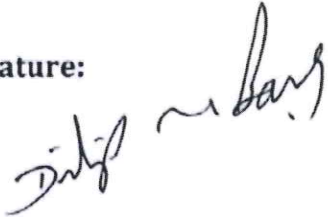
Place : Mumbai

THE COMPANIES ACT, 2013
Consent by Shareholder for shorter notice

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 736700 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 Extraordinary General Meeting of the Company on Monday September 11 2023 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

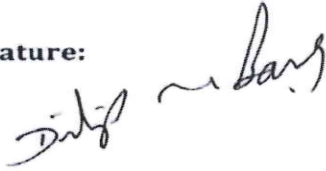
Place : Mumbai

THE COMPANIES ACT, 2013
Consent by Shareholder for shorter notice

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 Limited hereby give consent, pursuant to relevant section of the Companies Act, 2013, to hold the Extraordinary General Meeting of the Company on Monday September 11 2023 at 11.00 A.M. at shorter notice.

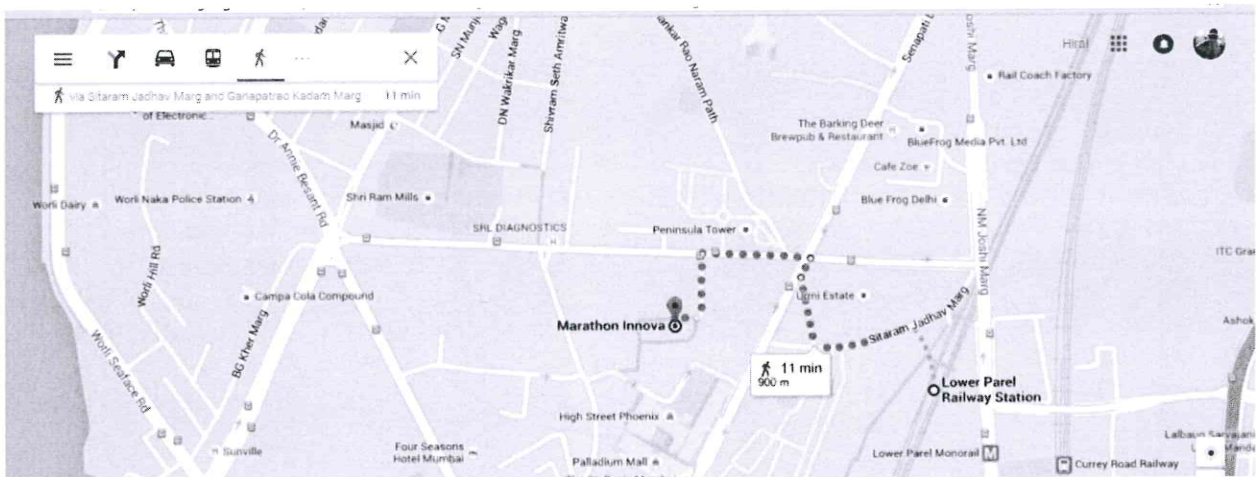
Signature:



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

NOTES:

- 1. 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.**
- 2. 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.**
- 3. THE ROUTE MAP OF THE VENUE IS ATTACHED TO THE NOTICE.**



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 Monday 11th SEPTEMBER 2023. 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 and at any adjournment thereof

in respect of such resolutions as are indicated below:

Resolution No.	Description	For #	Against #
Item No. 1	To Enhance the Limit of 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.		

Signed this..... day of September 2023

**Affix
Revenue
Stamp**

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, _____

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 _____ 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.