

NOTICE

NOTICE IS HEREBY GIVEN THAT THE MEETING OF BOARD OF DIRECTORS OF THE COMPANY WILL BE HELD ON WEDNESDAY MARCH 6TH, 2024 AT 11.00 A.M AT B-2 302, MARATHON INNOVA,GANPATRAO KADAM MARG PENINSULA CORPORATE PARK LOWER PAREL WEST MUMBAI - 400013 IN TO TRANSACT THE FOLLOWING BUSINESS:

The Members of the Board are hereby requested to make it convenient to attend the 28TH Board Meeting for the financial year 2023-24 to transact the business items listed in the agenda as attached hereto.

For **Nirmal Bang Securities Private Limited**

Sd/-

Kishore Mishrilal Bang
Director

DIN: 00797781

Address: Flat No. 3403, 34th Floor, Vivarea Tower, B1(A Wing), Sane Guruji Marg, Mahalaxmi, Mumbai - 400011.

Dated: 26/02/2024

Place: Mumbai

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

Tel: [022-62738000](tel:022-62738000) Fax: 62738010

Email: cs.roc@nirmalbang.com

Encl: *Agenda of the meeting*

Registered Office : B-2, 302, Marathon Innova, Off Ganpatrao Kadam Marg, Opp. Peninsula Corporate Park, Lower Parel (W), Mumbai - 400 013

Tel. : 6273 8000 / 6273 8001 Fax : 6273 8010 • Email : cs.roc@nirmalbang.com

Correspondence Address : 101 to 701, B Wing, Khandelwal House, Poddar Road, Malad (E), Mumbai - 400 097.

Tel.: 6273 9000 / 6273 9099 • Fax: 6273 9102

CIN NO.: U99999MH1997PTC110659

Member : BSE, NSE, MSEI, SEBI Registration No. INZ000202536

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

AGENDA ITEMS

<u>Sr.No</u>	<u>Particulars</u>
<u>1.</u>	To read the notice of the meeting and ascertain the quorum of the meeting
<u>2.</u>	To grant leave of absence, if any
<u>3.</u>	To take note of the minutes of the previous Board Meeting .
<u>4.</u>	To Approve the Notice Convening the Extra-Ordinary General Meeting of the Company for enhancement in the Limit of Non Convertible Debentures to be issued by the Company at Shorter Notice

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NOTES TO AGENDA

ITEM 1

To read the notice of the meeting and ascertain the quorum of the meeting.

The Members of the Board are requested to take note of the proper circulation of the notice convening the meeting and to ascertain the quorum of the meeting.

ITEM No. 2

To Grant Leave Of Absence, If Any.

Leave of absence may be granted to a director who conveys his/her inability to attend the meeting. The Directors shall send a written request to the Chairperson of the Company in terms of Para 4.2 of the Secretarial Standard-1. The Board is requested to kindly consider and grant leave of absence to the Director(s) who request for the same.

ITEM NO. 3

To Take Note Of The Minutes Of The Previous Meeting Of Board Of Directors Of The Company Held On February 27 , 2024.

The minutes of the previous meeting of the Board of Directors of the Company held on February 27, 2024 were circulated to all the members of the Board and the copy of same shall be tabled before the Board for their perusal.

The Members of the Board are requested to take note of the same.

ITEM NO. 4

ENHANCEMENT IN THE ISSUE LIMIT OF NON-CONVERTIBLE DEBENTURES

It was proposed to enhance the limit of Issuance of Debentures to Rs.300,00,00,000 (Indian Rupees. Three Hundred Crores Only) ,after discussion on the same the following resolution was passed:

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The Chairman placed the matter before the board and after the due deliberations and discussion following resolution was passed:

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 and subject to the approval and consent of the members of the Company, and subject to the overall borrowing limits approved by the Board from time to time, consent of the Board be and is hereby accorded to enhance the limit to Rs.3000000000 (Rupees Three Hundred Crores Only) for issue, and 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; for a period of one year from the date of passing of special resolution, provided that the outstanding amounts of all such NCDs at any time during the period shall not exceed INR. 300,00,00,000 (Indian Rupees. Three Hundred Crores 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

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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."

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 any Director of the Company be and is hereby severally authorised to furnish a copy of this resolution as true copy to the Registrar of Companies or 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."

RESOLVED FURTHER THAT, all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, and confirmed in all respects.

To discuss any other matter with the permission of Chairperson:

In Terms Of Secretarial Standards- 1 On Board Meetings, Any Item Not Included In The Agenda May Be Taken Up For Consideration With The Permission Of The Chairperson And With The Consent Of Majority Of Directors Present At The Meeting.

The Board may transact any other matter with the permission of the Chair.

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