

Bm-13/2023-2024

NOTICE

NOTICE IS HEREBY GIVEN THAT THE MEETING OF BOARD OF DIRECTORS OF THE COMPANY AT SHORTER NOTICE WILL BE HELD ON FRIDAY SEPTEMBER 8TH, 2023 AT 10.00 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 13th 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: 05/09/2023

Place: Mumbai

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

Tel: 022-62738000 Fax: 62738010

Email: cs.roc@nirmalbang.com

Encl: *Agenda of the meeting*

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

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

cs.roc@nirmalbang.com

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 Enhance the limit of Issue of Non-Convertible Securities
<u>5</u>	To consider and approve the draft of the Notice convening the Extra-Ordinary General Meeting ('EGM') of the Company.

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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 September 4, 2023.

The minutes of the previous meeting of the Board of Directors of the Company held on September 4, 2023, 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

To Enhance The Limit Of Issue Of Non Convertible Debentures

It was proposed to enhance the limit of Issuance of Debentures to Rs.200,00,00,000 (Indian Rupees. Two Hundred Crores Only), after discussion on the same the following resolution was passed:

"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 and subject to the approval and consent of the members of the Company, consent of the Board be and is hereby accorded to 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, 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. 200,00,00,000 (Indian Rupees. Two 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 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, 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, ratified and confirmed in all respects.

ITEM 5

To Consider And Approve The Draft Notice Convening Extra-ordinary General Meeting ('EGM') Of The Company.

The members of the Board be and are hereby informed that the draft of the Notice along with Explanatory Statement proposed to be issued to the members for convening Extra-Ordinary General Meeting of the Company shall be circulated to the Board members.

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.