



## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Shorter Notice is hereby given that the First Extra-Ordinary General Meeting of BOBCARD LIMITED (formerly known as BOB Financial Solutions Limited) for the financial year 2024-25 will be held on June 07, 2024, Friday at 11:00 A.M. at, Meeting Room No 5A, 5th Floor, Baroda Sun Tower, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 to transact the following Special business:

**1. Approval for increase in overall borrowing limits of the Company as per section 180 (1) (c) of the Companies Act, 2013:**

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

*“RESOLVED THAT in suppression of the earlier Resolution passed by the Members at their Meeting held on December 12, 2022 and pursuant to 180(1)(c) of the Companies Act, 2013 and relevant rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of the Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company ( hereinafter referred to as ‘Board which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this Resolution) to borrow such sum of money(ies), from time to time at its discretion, with or without security, and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves and securities premium, so that the total amount up to which the moneys may be borrowed by the Company and outstanding at any time shall not exceed the sum of Rs.10,000 Crores (Rupees Ten Thousand Crores);*

*RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, execute such documents as may be considered necessary, desirable or expedient for giving effect to this Resolution.*

*RESOLVED FURTHER THAT the following authorized signatories of the Company, be and are hereby authorised to do the following matters as per below mode of operation:*

<i>Name &amp; Designation</i>	<i>Mode of Operation</i>
<i>Shri Ravindra Rai M. (Whole Time Director)</i>	<i>Any 2 jointly</i>
<i>Ms. Rupali Rane (Chief Financial Officer)</i>	
<i>Shri Roopesh Chandran (Chief Operating Officer)</i>	
<i>Ms. Sakshi Mehta (Company Secretary)</i>	

- i. *sign and execute any agreement(s) / deed(s) / paper(s) / writing(s) / document(s) including security document(s), if any, as may be required in connection with the aforesaid borrowings and that the Common Seal of the Company, if required, be affixed thereto in the presence of such authorised signatory(ies);*
- ii. *nominate / appoint / delegate authority, from time to time, to other person(s) as authorised signatory(ies) of the Company, for signing and executing any agreement(s) / deed(s) / paper(s) / writing(s) / document(s) including security document(s), if any, as may be required in connection with the borrowings and that the Common Seal of the Company, if necessary, be affixed thereto in the presence of such authorised signatory(ies);*
- iii. *do all such acts and things and deal with all such matters and take all such steps as may be necessary for giving effect to this resolution.”*

**2. Approval for increase in limits under section 180 (1) (a) of the Companies Act, 2013 for creating charge on the assets of the Company:**

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

*“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, for the purpose of due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings and in such form, manner and with such ranking and on such terms & conditions, as the Board may deem fit, in favour of the Lenders / Security Trustee, provided that the aggregate indebtedness secured by the assets/properties of the Company shall not at any time exceed the aggregate limit of Rs.10,000 Crores (Rupees Ten Thousand Crores Only);*

*RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, execute such documents as may be considered necessary, desirable or expedient for giving effect to this Resolution.*

*RESOLVED FURTHER THAT the following authorized signatories of the Company, be and are hereby authorised to do the following matters as per below mode of operation:*

<i>Name &amp; Designation</i>	<i>Mode of Operation</i>
<i>Shri Ravindra Rai M. (Whole Time Director)</i>	<i>Any 2 jointly</i>
<i>Ms. Rupali Rane (Chief Financial Officer)</i>	

Shri Roopesh Chandran (Chief Operating Officer)	
Ms. Sakshi Mehta (Company Secretary)	

- i. sign and execute any agreement(s) / deed(s) / paper(s) / writing(s) / document(s) including security document(s), if any, as may be required in connection with the aforesaid borrowings and that the Common Seal of the Company, if required, be affixed thereto in the presence of such authorised signatory(ies);
- ii. nominate / appoint / delegate authority, from time to time, to other person(s) as authorised signatory(ies) of the Company, for signing and executing any agreement(s) / deed(s) / paper(s) / writing(s) / document(s) including security document(s), if any, as may be required in connection with the borrowings and that the Common Seal of the Company, if necessary, be affixed thereto in the presence of such authorised signatory(ies);
- iii. do all such acts and things and deal with all such matters and take all such steps as may be necessary for giving effect to this resolution.”

### **3. Issuance of Non-Convertible Debenture:**

To consider and if thought fit, to pass with or without modification (s), the following resolution as **Special Resolution**:

*“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under, as may be amended from time to time, pursuant to the provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read along with the SEBI Operational Circular dated August 10, 2021 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and other applicable provisions of the Companies Act, 2013 as amended from time to time and in accordance with the Memorandum and Articles of Association of the Company, and listing agreements entered into/ to be entered into with the stock exchange where the Bonds of the Company are proposed to be listed (“Stock Exchange”) and subject to such approvals, consents, sanctions, permissions as may be necessary from the Securities and Exchange Board of India (“SEBI”), the Stock Exchanges, the Reserve Bank of India (“RBI”), all other appropriate statutory and regulatory authorities, the creditors of the Company and/or any other person in this regard, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions and subject to such conditions or modifications which may be agreed to by the Board, the approval of the members of the Company be and is hereby accorded to the Board for raising funds by issue of Tier II bonds of upto Rs. 100 Crore and Perpetual Tier I bond upto Rs.100 Crore in the nature of Unsecured Non-Convertible Debentures by way of private placement, in one or more tranches to eligible investors as identified by the Board on such terms and conditions as the Board may deem fit and wherever necessary, in consultation with the lead manager(s), financial advisor(s), underwriter(s), legal advisor(s), and /or any other agency(ies) which the Board may deem fit and appropriate, however at any given point of time the aggregate limits of funds raised / to be raised by the Company, including issue of Debenture shall not exceed the overall borrowing limits of the Company, as may be approved*

by the member(s) of the Company from time to time and to further list the Debentures and Bonds on the stock exchange(s) in compliance with the applicable regulations through electronic book mechanism i.e. "Electronic Book Provider" ("EBP") platform of [BSE Limited], if required, and do such other acts as may be required in this regard to give effect to this resolution.

RESOLVED FURTHER THAT the following officials be and are hereby authorized as per the below authorization matrix to prepare and implement the borrowing plan in consultation with Head-Treasury of the Company and to severally do such act, deeds and things as such Authorized Signatories in his/her absolute discretion may deem necessary or desirable in connection with the issuance and offer of the Debentures:

Name & Designation	Mode of Operation
Shri Ravindra Rai M. (Whole Time Director)	Any 2 jointly
Ms. Rupali Rane (Chief Financial Officer)	
Shri Roopesh Chandran (Chief Operating Officer)	
Ms. Sakshi Mehta (Company Secretary)	

RESOLVED FURTHER THAT the Whole – Time Director and Company Secretary be and are hereby severally authorized on behalf of the Company to do such acts, deeds and things as may be deemed necessary or desirable in connection with the Issue, including, without limitation the following:

- (a) giving or authorizing the giving by the above authorized signatories of such declarations, affidavit, certificates, consents and authorities as may be required from time to time;
- (b) opening and operating any new bank accounts in the name of the Company as may be required in this connection;
- (c) seeking, if required, any approval, consent or waiver from the Company's existing lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consent or waivers that may be required in connection with the issue, offer and allotment of the Debentures;
- (d) finalise the terms and conditions of the debenture issuance including but not limited to the size and timing of the issue, coupon rate, number of tranches and/or series of Debentures to be issued and the terms thereof, issue opening and closing dates, the deemed date of allotment which are in line with the requirements of Securities and Exchange Board of India, Reserve Bank of India, stock exchange(s) or any other regulatory authority;
- (e) identify the persons to whom the private placement offer cum allotment letter for such debenture issuance is to be issued;
- (f) approving the Placement Memorandum (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;

- (g) do all such acts, matters, deeds and things that may be necessary in connection with the above and do whatever is necessary or incidental to, for giving effect to the allotment of Debentures.*
- (h) Appointment of arranger to the issue.*
- (i) seeking and procuring the listing of the Debentures on any recognised stock exchange in India, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;*
- (j) entering into arrangements with any depositories in connection with issue of Debentures in demat form;*
- (k) appointing the registrar and other intermediaries and service providers to the Issue, in accordance with the provisions of the Debt Regulations;*
- (l) authorizing of the maintenance of a register of holders of the Debentures; and*
- (m) nominating / appointing / delegating authority, from time to time, to other person(s) as authorised signatory(ies) of the Company, for signing and executing any agreement(s) / deed(s) / paper(s) / writing(s) / document(s) including security document(s), if any, as may be required in connection with the Debenture issuance and allotment and that the Common Seal of the Company, if necessary, be affixed thereto in the presence of such authorised signatory(ies);*
- (n) generally doing any other act and/or deed, negotiating and executing any document/s, application/s, agreement/s, undertaking/s, deed/s, affidavits, declarations and certificates and/or giving such direction as it deems fit or as may be necessary or desirable with regard the Issue.*

*RESOLVED FURTHER THAT the Whole – Time Director and Company Secretary be and are hereby, severally, authorized to sign any declaration(s), information memorandum/private placement offer letter/offer document, if any, on behalf of the Board of Directors.*

*RESOLVED FURTHER THAT the consent of the member be and is hereby accorded the listing of the Debentures on BSE Limited (“BSE”) and in this regard the aforesaid authorised signatories be and are hereby, on behalf of the Company, authorised to finalize, execute and if required amend and ratify the necessary or requisite agreement(s) with BSE and to do all such acts, deeds and things and execute or ratify such documents, papers and writings as may be necessary for the purpose including any amendments thereto and to provide all such documents and information as may be required by the stock exchange, for the purposes of listing the Debentures on BSE.*

*RESOLVED FURTHER THAT the consent of the member be and is hereby accorded the enrolment of the Company with any “Electronic Book Provider” for obtaining access to the “Electronic Platform” for the private placement of the Debentures as per the applicable regulations issued by SEBI and in this regard the Company be and is hereby authorised to finalize, execute and if required amend and ratify the necessary or requisite agreement(s) with such Electronic Book Provider and to do all such acts, deeds and things and execute or*

*ratify such documents, papers and writings as may be necessary for the purpose including any amendments thereto and to provide all such documents and information as may be required by the Electronic Book Provider in this regard.*

*RESOLVED FURTHER THAT the Company be and is hereby authorised to get the Debentures admitted to the National Securities Depository Limited and the Central Depository Services (India) Limited for dematerialization and to execute or ratify the necessary or requisite agreement(s) with the depositories and any other agreements, undertakings or other writings required for the issue of the Debentures in the dematerialised form and the authorised signatories be and are hereby severally authorized to negotiate, finalise and execute or ratify the same.*

*RESOLVED FURTHER THAT the consent of the member be and is hereby accorded accorded for appointing:*

- (a) India Ratings & Research Private Limited and CRISIL Ratings Limited as the credit rating agencies ("Credit Rating Agencies") in connection with the Issue;*
- (b) NSDL Database Management Limited, as the registrar and transfer agent in connection with the Issue ("R&T Agent");*
- (c) Beacon Trusteeship Limited as the debenture trustee in connection with the proposed Issue or any transactions contemplated therein for the benefit of the holders of the Debentures ("Debenture Trustee");*
- (d) BOB Capital Markets Limited or any other corporate / entity(ies) as deemed fit in the interest of the Company as the arranger to the Issue ("Arranger").*

*RESOLVED FURTHER THAT the consent of the member be and is hereby accorded to the Company for:*

- (a) entering into, signing and executing a Debenture Trustee Agreement appointing the Debenture Trustee;*
- (b) entering into, signing and executing a Debenture Trust Deed in relation to the Issue;*
- (c) executing and issuing a Placement Memorandum in respect of the Debentures;*
- (d) entering into such other documents, deeds, notices, letters, agreements, powers of attorney, declarations, memorandums, indentures, indemnities (including without limitation in respect of stamp duty), undertakings, instruments and forms as may be required in relation to or in connection with the Issue or pursuant to any other purpose mentioned in these resolutions or to give effect to any transactions contemplated in such documents or the Debenture Trust Deed for the benefit of the holder of the Debentures. (The documents in (a) to (d) above are collectively referred to as the "Debenture Documents"); and*
- (e) amend, novate, supplement, extend, restate or make any other modification to the Debenture Documents as may be required, from time to time, in relation to or in connection with or pursuant to the Debenture Documents or to give effect to any transactions contemplated in the Debenture Documents.*

*RESOLVED FURTHER THAT the aforesaid Authorized Signatories, be and are hereby authorized, to:*

- (a) negotiate, finalise, execute and deliver the above-mentioned Debenture Documents, on behalf of the Company, including any amendments, modifications, supplements, restatements or novations thereto (now or in the future);*
- (b) do all such acts, matters, deeds and things and to execute all documents, file forms with, make applications to, receive approvals from, any persons, authorized dealers,*

*governmental / regulatory authorities, and RBI/ SEBI /Income Tax authorities or any Depository or Stock Exchange;*

- (c) sign and/or dispatch all documents and notices to be signed and/or dispatched by the Company under or in connection with the Debenture Documents; and*
- (d) take all steps and do all things and give such directions, as may be required, necessary, expedient or desirable for giving effect to the Debenture Documents, the transactions contemplated therein and the resolutions mentioned herein.*

*RESOLVED FURTHER THAT the aforesaid authorised Signatories of the Company be and are hereby authorised to delegate to any other officers or employees of the Company, or any lawyers, consultants or advisors as may be deemed necessary or prudent by such authorised signatories, their power to execute and deliver or cause to be executed or delivered the Debenture Documents and any other documents in connection therewith as provided under these resolutions as may be deemed necessary or prudent by the aforesaid authorised signatories.*

*RESOLVED FURTHER THAT the aforesaid resolutions shall come into effect immediately and a copy of the foregoing resolution certified to be a true copy by any of the Director / Company Secretary may be furnished to such parties concerned with respect to the issue of Debentures.”*

**BY ORDER OF THE BOARD  
For BOBCARD LIMITED  
(formerly known as BOB Financial Solutions  
Limited)**

**Place : Mumbai  
Date : June 3, 2024**

**Ravindra Rai M  
Whole-Time Director  
DIN 08751442**

Registered Office  
2nd Floor 'Baroda House'  
Behind Dewan Shopping Centre  
S.V. Road Jogeshwari (W)  
Mumbai - 400 102

## NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND TO VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** THE INSTRUMENT APPOINTING THE PROXY ENCLOSED HEREWITH SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as a proxy on behalf of members holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
2. An Explanatory Statements pursuant to section 102 (1) of the Companies Act 2013, in respect of special business as set out above under item No:- 1, 2 & 3 of the Notice are annexed hereto.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Relevant documents referred to in the above Notice and the accompanying Explanatory Statements are open for inspection at the Corporate Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 A.M. and 4.00 P.M. up to the date of the Extra-ordinary General Meeting at 15th Floor, 1502/1503/1504, DLH Park, S.V. Road, Goregaon (West), Mumbai – 400 104.
5. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance to the Meeting
6. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.



**EXPLANATORY STATEMENT**  
**[PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.]**

**ITEM NOS. 1 & 2:**

With a view to maintain adequate liquidity and diversify exposure, the existing borrowing limits need to be enhanced from the current approved level of Rs.5000 crores to Rs.10,000 crores to fund the working capital and proposed business growth requirements of the Company.

The Board in its meeting dated May 03, 2024 approved the increase in borrowing limits from Rs. 5000 crores to Rs.10,000 crores subject to the approval of the shareholders.

The Board recommends the Special Resolution set out at Item Nos. 1 and 2 of the Notice for approval by the Members.

None of the promoter, 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.

**ITEM NO. 3:**

The members are requested to note that, in order to meet its future capital requirements, the Company may explore the option of issuance of Tier I Perpetual Bonds of upto Rs.100 crore and Tier II Bonds upto Rs.100 crore in the nature of Unsecured Non-Convertible Debentures. The quantum of issuance of Perpetual bonds is capped @ 15% of the total Tier I capital (not exceeding Rs. 100 Crore) which would be issued during FY 24-25 in One or more tranches.

Pursuant to Section 42, 71 and other applicable provisions 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 and pursuant to Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 including any modification, amendment, substitution or re-enactment thereof and all other applicable SEBI Rules and Regulations and subject to the provisions of any other applicable statutes, Regulations, if any, as may be amended from time to time and the provisions of the Memorandum of Association (MOA) and the Articles of Association (AOA) of the Company. The 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. The rule 14(1) of the Prospectus and Allotment Rules further prescribes that, in case of the issue of non-convertible debentures ("NCDs"/Debenture) exceeding the limits prescribed therein, it shall be sufficient to obtain such previous approval for the offers or invitations for such NCDs issued during a period of 1 (one) year from the date of passing of the resolution to the eligible investors.

Members may note that the Board of Directors of the Company ("the Board") had, at its meeting held on January 25, 2024, considered and accorded its consent, subject to Members' approval, to issuance of Tier II Bonds in the nature of Unsecured Non-Convertible Debentures not exceeding Rs. 100 cr. and Perpetual Tier I Bonds not exceeding Rs. 100 cr. on Private Placement basis.

The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of non-convertible debentures by the Company, including the price at which such non-convertible debentures are being issued on the basis of the prevailing market conditions.

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

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Particulars of the offer including date of passing of Board resolution.	<p>The Company proposes to issue Tier II Bonds in the nature of Unsecured Non-Convertible Debentures not exceeding Rs. 100 crores and Perpetual Tier I Bonds not exceeding Rs. 100 crores on a private placement basis.</p> <p>The Board of Directors passed the resolution on January 25, 2024 for the proposed issue subject to approval of the Shareholders of the Company.</p>
2.	Kinds of securities offered and the price at which security is being offered.	<p>Tier II Bonds in the nature of Unsecured Non-Convertible Debentures not exceeding Rs. 100 crores and Perpetual Tier I Bonds not exceeding Rs. 100 crores are proposed to be offered on private placement basis.</p> <p>The Bonds 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 and the nature and form of the Bond(s) as may be decided by the Board.</p>
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.	Justification for the price is not applicable as the present issue is related to the issue of non-convertible Debentures, i.e. debt securities.
4.	Name and address of valuer who performed valuation.	Not Applicable in case of NCDs.
5.	Amount which the company intends to raise by way of such securities.	The Company intends to issue Tier II Bonds in the nature of Unsecured Non-Convertible Debentures not

Sr. No.	Particulars	Details
		<p>exceeding Rs. 100 crores and Perpetual Tier I Bonds not exceeding Rs. 100 crores.</p> <p>The specific terms of each offer/issue of Bonds shall be decided from time to time, by the Board.</p>
6.	Material terms of raising such securities	<p>As determined by the Board prior to allotment of the said NCDs.</p> <p>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 stake holder(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.</p>
7.	Proposed time Schedule	<p>Issue Opening Date: Issue Closing Date: Pay in Date: Deemed Date of Allotment:</p> <p>Exact dates to be based on final information memorandum.</p>
8.	Purposes or objects of offer.	<p>For its future capital requirements, the Company may explore the option of issuance of Perpetual Bonds which qualify as Tier I capital. The quantum of issuance of such bonds is capped @ 15% of the total Tier I capital (not exceeding Rs. 100 Crore) which would be issued during FY 24-25</p>
9.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects.	None
10.	Principle terms of assets charged as securities.	Not applicable as the present issue is related to issue of Unsecured Debentures.

The Special resolution as set out in Item No. 3 of the Notice shall remain in force for the period of 1 (One) year.

None of the promoter, 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  
For BOBCARD LIMITED  
(formerly known as BOB Financial Solutions  
Limited)**

**Place : Mumbai  
Date : June 03, 2024**

**Ravindra Rai M  
Whole-Time Director  
DIN 08751442**

Registered Office  
2nd Floor 'Baroda House'  
Behind Dewan Shopping Centre  
S.V. Road Jogeshwari (W)  
Mumbai - 400 102

**ATTENDANCE SLIP**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

I/ We hereby record my/our presence at the First Extra-Ordinary General Meeting of BOBCARD LIMITED (formerly known as BOB Financial Solutions Limited) for the FY 2024-25 held on June 07, 2024, Friday at 11:00 A.M. at, Meeting Room No 5A, 5th Floor, Baroda Sun Tower, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

Name: \_\_\_\_\_

Folio No: \_\_\_\_\_ No. of Shares held: \_\_\_\_\_

Name of Proxy / Representative, if any: \_\_\_\_\_

Signature of shareholder(s)/Proxy/ Representative: \_\_\_\_\_

**PROXY FORM**

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

<b>Name</b>	
<b>Address</b>	
<b>Email Id</b>	
<b>Folio No.</b>	

I / We, being the Member(s) of \_\_\_\_\_ Equity Shares of the above named Company, hereby appoint:

1. Name:

\_\_\_\_\_

Address:

\_\_\_\_\_

Email ID:

\_\_\_\_\_

Signature:

\_\_\_\_\_

or failing him/her

2. Name:

\_\_\_\_\_

Address:

\_\_\_\_\_

Email ID:

\_\_\_\_\_

Signature:

\_\_\_\_\_

or failing him/her

As my/our proxy to attend and vote for me/us and on my/our behalf First Extra-Ordinary General Meeting of BOBCARD LIMITED (formerly known as BOB Financial Solutions Limited) for the FY 2024-25 on June 07, 2024, Friday at 11:00 A.M. at, Meeting Room No 5A, 5th Floor, Baroda Sun Tower, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051:

<b>Resolution No.</b>	<b>Particulars</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>Special Business</b>				
1.	Approval for increase in overall borrowing limits of the Company as per section 180 (1) (c) of the Companies Act, 2013.			

2.	Approval for increase in limits under section 180 (1) (a) of the Companies Act, 2013 for creating charge on the assets of the Company.			
3.	Issuance of Non-Convertible Debenture			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature of Shareholder:

Signature of Proxy holder (s):

Affix Re. 1.00 Revenue Stamp
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Notes:

1. Proxy need not be member.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the Meeting.
3. It is optional to indicate your preference. If you leave the “for”, “against” or “abstain” column blank, the proxy will be entitled to vote in the manner as he/she may deem appropriate.

## Route Map

Venue: Baroda Sun Tower, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

Landmark: Near Jio World Garden

