

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U65990MH1994GOI081616

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACB1989L

(ii) (a) Name of the company

BOB FINANCIAL SOLUTIONS LI

(b) Registered office address

2nd Floor, Baroda House  
Behind Dewan Shopping Centre, Jogeswari - West  
Mumbai  
Maharashtra  
400102

(c) \*e-mail ID of the company

compsecy@bobfinancial.com

(d) \*Telephone number with STD code

02241683700

(e) Website

www.bobfinancial.com

(iii) Date of Incorporation

29/09/1994

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Union Government Company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,  
Financial District, Nanakramguda, Serilingampally

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

**Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	BANK OF BARODA	U99999MH1911PLC007676	Holding	100

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### (i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	400,000,000	275,000,000	275,000,000	275,000,000
Total amount of equity shares (in Rupees)	4,000,000,000	2,750,000,000	2,750,000,000	2,750,000,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity shares with voting rights				
Number of equity shares	400,000,000	275,000,000	275,000,000	275,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	4,000,000,000	2,750,000,000	2,750,000,000	2,750,000,000

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	175,000,000	0	175,000,000	1,750,000,000	1,750,000,000	
<b>Increase during the year</b>	100,000,000	0	100,000,000	1,000,000,000	1,000,000,000	
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	100,000,000	0	100,000,000	1,000,000,000	1,000,000,000	
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	
NA						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NA						
<b>At the end of the year</b>	275,000,000	0	275000000	2,750,000,0	2,750,000,0	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE027201016

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	28/09/2021		
Date of registration of transfer (Date Month Year)	07/04/2021		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	100	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor	P-0007		
Transferor's Name	RAJSHEKARAN		P.
	Surname	middle name	first name
Ledger Folio of Transferee	R-0010		

Transferee's Name	<input type="text" value="YADAV"/>	<input type="text" value="JASS"/>	<input type="text" value="RAM"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text" value="10/08/2021"/>
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Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="100"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
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Ledger Folio of Transferor	<input type="text" value="R-0007"/>
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Transferor's Name	<input type="text" value="SHARMA"/>	<input type="text"/>	<input type="text" value="RAJNEESH"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text" value="S-0010"/>
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Transferee's Name	<input type="text" value="DOBHAL"/>	<input type="text"/>	<input type="text" value="SANJEEV"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
----------------------------	----------------------

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	500	1000000	500,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			500,000,000

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	500,000,000	0	0	500,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>	<input type="text"/>		<input type="text"/>		<input type="text"/>

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

4,996,533,485.8

**(ii) Net worth of the Company**

2,809,483,337.44

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	274,999,300	100	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others Nominee shareholders	700	0	0	
	<b>Total</b>	275,000,000	100	0	0

**Total number of shareholders (promoters)**

8

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				



	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	0	0	0	0

**Total number of shareholders (other than promoters)**

0

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

8

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	8	8
Members (other than promoters)	0	0
Debenture holders	11	11

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	0	1	0	0	0

<b>B. Non-Promoter</b>	0	4	0	4	0	0
(i) Non-Independent	0	2	0	2	0	0
(ii) Independent	0	2	0	2	0	0
<b>C. Nominee Directors representing</b>	0	2	0	2	0	0
(i) Banks & FIs	0	2	0	2	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	6	1	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Sanjiv Chadha	08368448	Nominee director	0	
Vikramaditya Singh Khic	08317894	Nominee director	0	31/07/2022
Sharad Sarin	00024446	Director	0	29/09/2022
Sanjay Kao	09447175	Additional director	0	
Kadagatoor Venkateshn	09409028	Additional director	0	
Shailendra Harinandan	08751442	Managing Director	0	
Shailendra Harinandan	ANVPS1889F	CEO	0	
Purshotam	08504005	Director	0	
Pooja Karnani	AHEPB7049P	CFO	0	
Deepashri Cornelius	BVLPS3134E	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Atul Malik	07872539	Director	31/10/2021	Cessation
Archana Pandey	08089545	Director	31/10/2021	Cessation
Kadagatoor Venkateshr	09409028	Additional director	01/12/2021	Appointment
Sanjay Kao	09447175	Additional director	17/01/2022	Appointment

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	28/09/2021	8	5	100
Extraordinary General Meet	17/05/2021	8	6	100
Extraordinary General Meet	21/06/2021	8	6	100

### B. BOARD MEETINGS

\*Number of meetings held

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07/04/2021	7	7	100
2	11/05/2021	7	7	100
3	10/08/2021	7	7	100
4	30/10/2021	7	7	100
5	10/02/2022	7	7	100

### C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit & Risk M	07/04/2021	3	3	100
2	Audit & Risk M	10/05/2021	3	3	100
3	Audit & Risk M	10/08/2021	3	3	100
4	Audit & Risk M	30/10/2021	3	3	100
5	Audit & Risk M	10/02/2022	3	3	100
6	HR & Nominat	10/05/2021	3	2	66.67
7	HR & Nominat	09/08/2021	3	3	100
8	HR & Nominat	29/10/2021	3	3	100
9	HR & Nominat	09/02/2022	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	28/09/2022
								(Y/N/NA)
1	Sanjiv Chadha	5	5	100	0	0	0	Yes
2	Vikramaditya S	5	5	100	0	0	0	No
3	Sharad Sarin	5	5	100	9	9	100	Yes
4	Sanjay Kao	1	1	100	2	2	100	No
5	Kadagatoor Ve	1	1	100	1	1	100	No
6	Shailendra Ha	5	5	100	0	0	0	No
7	Purshotam	5	5	100	9	9	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shailendra Harinanc	MD & CEO	2,932,856	0	0	27,129	2,959,985
	Total		2,932,856	0	0	27,129	2,959,985

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Pooja Karnani	CFO	6,003,300	0	0	1,012,879	7,016,179
2	Deepashri Lawrence	Company Secre	1,333,440	0	0	177,307	1,510,747
	Total		7,336,740	0	0	1,190,186	8,526,926

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Atul Malik	Independent Dir	180,000	0	0	0	180,000
2	Sharad Sarin	Independent Dir	260,000	0	0	0	260,000
3	Sanjay Kao	Independent Dir	80,000	0	0	0	80,000
	Total		520,000	0	0	0	520,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

2

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
BOB Financial Sol	BSE	20/05/2021	SEBI LODR Reg, R	1000	Paid on 08/07/2021
BOB Financial Sol	Banking Ombuds	11/02/2022	-	2000	Paid on 18/02/2022

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director 

DIN of the director

**To be digitally signed by** 

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

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**List of attachments**

BFSL List of Shareholders Deb holders as MGT 8 BOB FY 202122FINAL.pdf

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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



BOB Financial Solutions Limited  
(CIN-U65990MH1994GOI081616)  
AUTHORISED CAPITAL: RS. 400,00,00,000/-  
PAID UP CAPITAL: RS. 275,00,00,000/-

LIST OF SHAREHOLDERS AS ON 31.03.2022

SR. NO.	LEDGER FOLIO NO.	SHAREHOLDERS NAME	TYPE OF SHARE	NUMBER OF SHARES	AMOUNT PER SHARE
1	B-001	BANK OF BARODA	EQUITY	27,49,99,300	RS.10/-
2	S-0009	SHRI SARVESH KUMAR GUPTA	EQUITY	100	RS.10/-
3	J-0005	SHRI JAGAN MOHAN	EQUITY	100	RS.10/-
4	R-0010	SHRI RAMJASS YADAV	EQUITY	100	RS.10/-
5	S-0008	SHRI SUBRAT KUMAR	EQUITY	100	RS.10/-
6	V-0008	SHRI VENUGOPAL N.	EQUITY	100	RS.10/-
7	A-0007	MS ARCHANA PANDEY	EQUITY	100	RS.10/-
8	S-0010	SHRI SANJEEV DOBHAL	EQUITY	100	RS.10/-
		<b>Total</b>		<b>27,50,00,000</b>	

For BOB Financial Solutions Limited

[Deepashri Cornelius]  
Company Secretary  
(FCS-11194)  
C/o BOB Financial Solutions Limited,  
15<sup>th</sup> Floor, 1502/1503/1504, DLH Park,  
S.V. Road, Goregaon (West),  
Mumbai- 400 104





BOB Financial Solutions Limited  
(CIN-U65990MH1994GOI081616)  
AUTHORISED CAPITAL: RS. 400,00,00,000/-  
PAID UP CAPITAL: RS. 275,00,00,000/-

LIST OF NON-CONVERTIBLE DEBENTUREHOLDERS (NCDs) AS ON 31.03.2022

SR. NO.	DP ID	CLIENT ID	DEBENTUREHOLDERS NAME	NUMBER OF NCDs	AMOUNT PER NCD
1	IN300450	13975009	WB STATE ELECTRICITY TRANSMISSION CO LIMITED EMPLOYEES PENSION FUND	100	RS.10,00,000
2	IN301549	19076608	RAMAKRISHNA MISSION SEVA PRATISHTHAN	20	RS.10,00,000
3	IN300476	40006766	GUJARAT GUARDIAN LIMITED EMPLOYEES PROVIDENT FUND	4	RS.10,00,000
4	IN300870	30007718	BANK OF BARODA PROVIDENT FUND TRUST	150	RS.10,00,000
5	IN300870	10144208	BOARD OF TRUSTEES FOR BOKARO STEEL EMPLOYEES PROVIDENT FUND	50	RS.10,00,000
6	IN301991	10778247	SOCIETY FOR EDUCATION WELFARE AND ACTION RURAL	5	RS.10,00,000
7	IN302902	47378686	LUPIN LTD EMPLOYEES PROVIDENT FUND TRUST	20	RS.10,00,000
8	IN301549	30843536	ROYAL CALCUTTA TURF CLUB SUBORDINATE STAFF PROVIDENT FUND	1	RS.10,00,000
9	IN303270	10917717	HVPNL EMPLOYEES PENSION FUND TRUST	90	RS.10,00,000
10	IN300484	10984305	MTNL - GRATUITY TRUST	10	RS.10,00,000
11	IN300870	30006794	BANK OF BARODA (EMPLOYEES) PENSION FUND	50	RS.10,00,000
			<b>Total</b>	<b>500</b>	

For BOB Financial Solutions Limited

[Deepashri Cornelius]  
Company Secretary  
(FCS-11194)  
C/o BOB Financial Solutions Limited,  
15<sup>th</sup> Floor, 1502/1503/1504, DLH Park,  
S.V. Road, Goregaon (West),  
Mumbai- 400 104

# HEMANSHU KAPADIA & ASSOCIATES

COMPANY SECRETARIES

Office No. 12, 14<sup>th</sup> Floor, Navjivan Society, Building No.3

Lamington Road, Mumbai-400 008

Tel: 022- 6631 0888/6631 4830

E-mail: [hemanshu@hkacs.com](mailto:hemanshu@hkacs.com)

Website: [hkacs.com](http://hkacs.com)

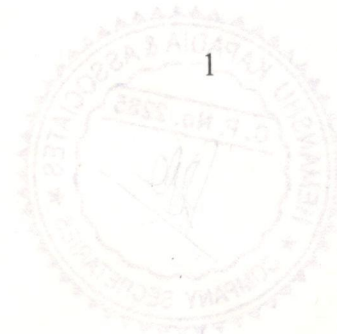
Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies  
(Management and Administration) Rules, 2014]

## CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records, books and papers of 'BOB Financial Solutions Limited' having CIN: U65990MH1994GOI081616 (hereinafter referred to as "the Company") as required to be maintained under the Companies Act, 2013 (hereinafter referred to as "the Act"), and the Rules made thereunder for the financial year ended on **March 31, 2022** (hereinafter referred to as "the year" or "financial year"). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has generally and regularly complied with the provisions of the Act. We further certify during the financial year as per the provisions of the Act:
  1. The Company is a Public Company limited by Shares and its Sub-Category is Union Govt. Company with its Unsecured redeemable non-convertible tier-2 Debentures listed on BSE Limited.
  2. The Company has maintained the registers/records and made entries therein within the time prescribed.
  3. The Company has filed the required forms and returns with the Registrar of Companies (RoC) and all the required returns with the Reserve Bank of India (RBI) within the time limit prescribed. However, no forms or returns were required to be filed with the



Regional Director, Central Government, Company Law Board/the Tribunal, Court or other authorities.

4. The Company has called/convened/held meetings of the Board of Directors and the meeting of the Members of the Company within due dates as stated in the Annual Return in respect of which meetings, proper notices have been given and the proceedings have been properly recorded in the Minutes Book/Registers maintained for the purpose and the same have been signed.
5. The Company was not required to close its Register of Members during the financial year.
6. The Company has not given any advance or loans, to its Directors and/or persons or firms or Companies referred in Section 185 of the Act except by way of credit card outstanding facility.
7. During the year under review, the Company has entered into related party transactions in order for availing /rendering of services. However, the said transactions are on arm's length basis, ordinary course of business and not material in nature.
8.
  - a) The Company has issued and allotted 100,000,000 equity shares of Rs.10/- each on right issue basis on June 22, 2021;
  - b) On the basis of information & confirmation received by the Management of the Company it has not received any request for transmission of shares held in physical mode but there was transfer of 200 equity shares of its nominee shareholders during the year under review;
  - c) Since the Company has not issued any Preference Shares, the question of their redemption or conversion does not arise and the debentures are not due for redemption;
  - d) The Company has not bought back any security;
9. There are no transactions necessitating the Company to keep in abeyance the Rights to Dividend, Rights Shares and Bonus Shares pending registration of transfer of Shares.
10. The Company has not declared any dividend hence; no dividend is required to be paid to the Members. The Company is not required to transfer any amount to the Investor Education and Protection Fund since there is no unpaid/unclaimed dividend,



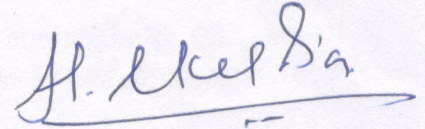
application money due for refund, matured deposits, matured debentures and the interest accrued thereon.

11. The audited financial statements of the Company for the financial year 2020-21 are signed as per the provisions of Section 134 of the Act and Report of the Directors for the financial year 2020-21 is signed as per the provisions of sub-sections (3), (4) & (5) of Section 134 of the Act.
12. The constitution of the Board is as per the provisions of Section 149 of the Act. During the year under review, following changes took place in the composition of the Board:
  - a) Mr. Atul Malik (DIN: 07872539), resigned from the position of Director of the Company w.e.f. October 31, 2021,
  - b) Ms. Archana Sandeep Pandey (DIN: 08089545), resigned from the position of Director of the Company w.e.f. October 31, 2021,
  - c) Ms. Kadagator Venkateshmurthy Sheetal (DIN: 09409028) was appointed as an Additional Director of the Company w.e.f. December 01, 2021;
  - d) Mr. Sanjay Kao (DIN: 09447175) was appointed as an Additional Director of the Company w.e.f. January 17, 2022.
  - e) Ms. Archana Sandeep Pandey (DIN: 08089545), who retired by rotation, had offered herself for reappointment and was reappointed as a Director of the Company in the AGM held on 28<sup>th</sup> September, 2021;
  - f) Pursuant to provisions of Section 184(1) of the Act, the Directors have given disclosure of their interest in form MBP-1 and the said disclosures are noted at the duly convened Board Meeting;
13. The appointment of the Auditors is duly made as per the provisions of Section 239 of the Act;
14. The Company is not required to obtain any approvals of the Central Government, Tribunal, Regional Director, Registrar, Court or other authorities under the various provisions of the Act.
15. The Company is a non-deposit accepting NBFC as per RBI Registration Certificate and has not accepted or renewed any Deposits which fall under the provisions of Chapter V of the Act.



16. The Company has not taken any unsecured loans from its Directors and members. However, the Company has borrowed money from public financial institutions, banks and others which were within the borrowing limits approved by the shareholders of the Company in the 01<sup>st</sup> Extra Ordinary General Meeting for the financial year 2021-22 held on May 17, 2021.
17. The Company has not given any loan or investment or given any guarantee or provided any securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;
18. The Company has not made any alteration in the Articles of Association and Memorandum of Association of the Company.

For Hemanshu Kapadia & Associates  
Practicing Company Secretaries



Hemanshu Kapadia  
Proprietor  
C.P. No. 2285  
Membership No.: F3477  
UDIN:F003477D000629740

Place: Mumbai  
Date: July 15, 2022