

NOTICE FOR THE 27th ANNUAL GENERAL MEETING OF BOB CAPITAL MARKETS LIMITED

NOTICE is hereby given that the 27th Annual General Meeting of the Members of BOB Capital Markets Limited will be held on Tuesday, September 26, 2023 at 10.30 a.m. through Video Conferencing ("VC") / Other Audio-Visual [Means ("OAVM"), to transact the following businesses:

Ordinary Business:

1. To receive and adopt the Audited Balance Sheet as on March 31, 2023 and Profit and Loss Statement for the year ended on that date and Report of the Board of Directors and Auditors and the comment of the Comptroller and Auditor General of India thereon.
2. To declare dividend on equity shares for the financial year 2022-23.
3. To appoint a Director in place of Shri Debadatta Chand who retires by rotation and being eligible offers himself for re-appointment.
4. Appointment of Statutory Auditors and determination of their remuneration by passing, with or without modification(s), the following Resolutions as an Ordinary Resolution :

'RESOLVED THAT, pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force, the Board of Directors of the Company be and is hereby authorised to determine the remuneration of Statutory Auditors of the Company appointed/reappointed by the Comptroller and Auditor General of India for the financial year 2023-24.'

Special Business:

5. **To approve appointment of Shri Lalit Tyagi as a Director of the Company**

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

'RESOLVED THAT pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Lalit Tyagi (DIN: 08220977), Additional Non-Executive Director of the Company, whose tenure has come to an end on the date of 27th Annual General Meeting in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, subject to retirement by rotation.'

6. **To approve appointment of Shri Ravinder Singh Negi as a Director of the Company.**

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



Ordinary Resolution:

'RESOLVED THAT pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Ravinder Singh Negi (DIN: 08248608), in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, subject to retirement by rotation.'

7. To approve appointment of Shri Sanjeev Dobhal as Director of the Company and designate him as Managing Director and Chief Executive Officer of the Company.

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

'RESOLVED THAT pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Sanjeev Dobhal (DIN: 10055078), in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, subject to retirement by rotation.'

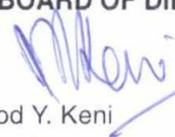
RESOLVED FURTHER THAT in terms of section 196, 203 and other applicable provisions of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Sanjeev Dobhal (DIN: 10055078) be designated as the Managing Director and Chief Executive Officer and be considered as one of the Key Managerial Persons of the Company for a consecutive period of 3 years from July 25, 2023 to July 24, 2026.

RESOLVED FURTHER THAT pursuant to provisions of Section 149, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the amount of remuneration/salary, provident fund, and other perquisites, fees, bonus/incentive/commission and subject to such limits, as prescribed or as may be prescribed by Bank of Baroda from time to time to Shri Sanjeev Dobhal during the period of his deputation with the Company be reimbursed to Bank of Baroda as and when the bills are raised upon the Company.

RESOLVED FURTHER THAT any Director and Company Secretary be and are hereby authorised severally to do and perform all such acts, deeds, matters and things, as may be required, necessary, desirable or expedient to give effect to this resolution.'

BY ORDER OF THE BOARD OF DIRECTORS




Pramod Y. Keni
Company Secretary

Place : Mumbai
Date : August 30, 2023

NOTES

- a. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 2/2022 dated May 5, 2022 read with General Circular Nos. 02/2021 dated January 13, 2021, 20/2020 dated May 5, 2020, 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 ('MCA Circulars') permitted holding of AGM through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Act read with MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company will be held through VC/OAVM. The deemed venue for the Twenty-Seventh AGM shall be the registered office of the Company, 1704, 17th Floor, Parinee Crescenzo, B Wing, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.
- b. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of special business of the notice set out above is annexed hereto (Items 2 to 9). The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ('AGM') is annexed.
- c. In compliance with the aforesaid MCA and SEBI circulars, notice of the AGM is being sent through electronic mode to members at email addresses are registered with the Company. Members may note that Notice will also be available on Company's website.
- d. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes.
- e. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 ('the Act') and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Act will be available electronically for inspection by the members during the time of AGM.
- f. The link to attend the AGM will be shared separately via email before the meeting. Notice of this AGM will also be available on the website of the Company viz. <http://www.bobcaps.in/>. The Members can join the AGM in the VC/OAVM mode thirty minutes before the scheduled time of the commencement of the Meeting.
- g. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.

Instructions for Members attending the AGM through VC/OAVM are as under:

The Members will be provided with a facility to attend the AGM through VC/OAVM through Microsoft Teams. The Members will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting and cast their votes by show of hands on announcement by the Chairman.



ANNEXURE TO THE NOTICE

Brief Resume of Directors seeking re-appointment or appointment at the annual general meeting

Agenda Item No. 3 – To appoint a director in place of Shri Debadatta Chand, who retires by rotation and being eligible offers himself for re-appointment

Mr Debadatta Chand is Managing Director and Chief Executive Officer of Bank of Baroda. Shri Chand is a B.Tech, MBA, CAIIB qualified Banker with PG Diploma in Equity Research and Certified Portfolio Manager.

He has over 29 years of experience in Commercial Banks and Developmental Financial Institution. He started his career in Allahabad Bank as Officer in 1994 and subsequently worked as Manager in Small Industries Development Bank of India [SIDBI] from 1998 to 2005. He joined Punjab National Bank in the year 2005 as Chief Manager, rose to the level of Chief General Manager. Prior to joining Bank of Baroda as an Executive Director, he was heading Mumbai Zone as CGM, PNB.

During his long stint in the Banking Industry, he gained varied exposures in all important spheres of operational and strategic Banking with special expertise in Treasury & Investment Banking and Market Risk Management. He successfully handled the responsibilities such as Head of Zonal Audit Office, Patna, Circle Head of Bareilly, Head of Integrated Treasury Operation of the Bank and Zonal Head of Mumbai Zone – one of the Biggest Zones of the Bank.

He was also on the Board of PNB Principal Mutual Fund, SWIFT India Pvt. Ltd and many of the Private Equity funds ex-officio in India and also in one of the overseas subsidiaries of the Punjab National Bank.

Shri Debadatta Chand has been appointed as an Additional Director of the Company with effect from November 24, 2021.

His presence as a Director is considered necessary for the continued growth and development of the Company.

Shri Debadatta Chand is not disqualified from being appointed as a Director under section 164 of the Companies Act, 2013.

Other Directorships : 1) Bank of Baroda –
Managing Director and Chief Executive Officer

Shareholding in the Company : Nil

The Board of Directors recommends the resolution for approval.

None of the Directors, except Shri Debadatta Chand, may be deemed to be concerned or interested in this Resolution.



None of the Key Managerial Persons of the Company may be deemed to be concerned or interested in this Resolution.

Agenda Item No. 5 - To appoint Shri Lalit Tyagi as a Director of the Company

Shri Lalit Tyagi is an Executive Director of Bank of Baroda. He started his career as Probationary Officer in Bank of Baroda and has more than 26 years of Banking Experience in various spectrum of commercial banking, particularly in Corporate Finance, Risk Management, International Banking and Administrative roles. He has vast experience in Banking in India as well as abroad which includes overseas offices of Bank of Baroda at Brussels, Belgium and New York, USA.

Shri Tyagi has also served as Director in Carbank Computer Services Ltd and as a Non-executive Chairman of Bank of Baroda (Guyana) Inc.

Shri Tyagi has a post graduate Diploma in Banking & Finance (PGDBF) from National Institute of Bank Management (NIBM) and is also a Certified Associate of Indian Institute of Bankers. He has been identified as one of Public Sector Bankers by Bank's Board bureau (now known as Financial Services Institutions Bureau) for future leadership roles.

Other Directorships :

- 1) Bank of Baroda – Executive Director
- 2) Bank of Baroda (Guyana) Inc (Foreign Subsidiary of Bank of Baroda)

Shareholding in the Company : NIL

The Board of Directors recommends the resolution for approval.

None of the Directors, except Shri Lalit Tyagi, may be deemed to be concerned or interested in this Resolution.

None of the key managerial persons of the Company may be deemed to be concerned or interested in this Resolution.

Agenda Item No. 6 - To appoint Shri Ravinder Singh Negi as a Director of the Company

Shri Ravinder Singh Negi is Chief General Manager of Bank of Baroda. He is a career Banker with over 24 years of rich and diverse experience at Bank of Baroda. He has experience in the field of Risk Management, Treasury, Corporate Credit, Retail Credit, International Banking, General Branch Banking and Retail Liabilities to our Board.

Other Leadership Experiences – Member of the Prudential Supervision Group of International Banking Federation from January 2019 to October 2020

Other Directorships :

- 1) Baroda Global Shared Services Ltd

Shareholding in the Company : 20 Equity Shares held as Nominee of Bank of Baroda



The Board of Directors recommends the resolution for approval.

None of the Directors, except Shri Ravinder Singh Negi, may be deemed to be concerned or interested in this Resolution.

None of the Key Managerial Persons of the Company may be deemed to be concerned or interested in this Resolution.

Agenda No. 7 - To approve appointment of Shri Sanjeev Dobhal as Director of the Company and designate him as Managing Director and Chief Executive Officer of the Company

Shri Sanjeev Dobhal is a Chief General Manager with Bank of Baroda having Master in Science with professional qualification of CAIIB.

Shri Sanjeev Dobhal is a career Banker having experience of around 30 years since he joined Dena Bank in 1993. he served Dena Bank as General Manager from 1.3.2018 till 31.3.2019. He joined Bank of Baroda as General Manager on 1.4.2019. He was promoted to Chief General Manager on 1.8.2021.

During his long Banking Career, he handled a variety of functions. He worked as Branch Head, Secretary to Board and was also looking after Business Process Engineering Projects, Planning Vertical, Wealth Vertical, Facility Management, Zonal Head, etc. He also looked after Subsidiaries & JVs, Project BOBNOWW & Special Projects and also headed Co-lending Vertical. He was also a member of various committees of the Bank of Baroda.

Other Directorships : NIL

Shareholding in the Company : 10 Equity Shares held as Nominee of Bank of Baroda

The Board of Directors recommends the resolution for approval.

None of the Directors, except Shri Sanjeev Dobhal, may be deemed to be concerned or interested in this Resolution.



Explanatory Statement to the Notice dated August 30, 2023 pursuant to Section 102 of the Companies Act, 2013

Agenda Item No.3, 5, 6 & 7 of Notice :

In respect of appointments of directors, a notice in writing in the prescribed manner as required by section 160 of the Companies Act, 2013 and Rules made there under has been received by the Company regarding candidature of the aforesaid persons for the office of the director.

The Board is of the opinion that the aforesaid directors possess requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to continue to have their association with the Company.

None of the Directors, except that in respect of resolution relating to their own appointment, may be deemed to be concerned or interested in these Resolutions.

None of the key managerial persons of the Company may be deemed to be concerned or interested in this Resolution.

The Board of Directors recommends for consideration of the shareholders the items listed as Nos. 3, 5, 6 & 7 besides items listed as Nos. 1, 2 & 4 of the Notice convening the 27th Annual General Meeting of the shareholders of the Company.

BY ORDER OF THE BOARD OF DIRECTORS



Pramod Y. Keni
Company Secretary

Place : Mumbai

Date : August 30, 2023

