



CIN : U65999MH1996GOI1098009

BOB CAPITAL MARKETS LIMITED

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(Wholly owned subsidiary of Bank of Baroda)

Regd. & Corporate Office :

1704, B Wing, 17th Floor, Parinee Crescenzo, G Block,
Bandra Kurla Complex, Bandra (E) , Mumbai – 400 051.

Tel. : 91-22 6138 9300

**NOTICE FOR THE 29th ANNUAL GENERAL MEETING OF
BOB CAPITAL MARKETS LIMITED**

NOTICE is hereby given that the 29th Annual General Meeting of the Members of BOB Capital Markets Limited will be held on Friday, 19th December 2025 at 11.00 a.m. at the Registered office of the Company at 1704, 17th Floor, B Wing, Parinee Crescenzo, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 to transact the following businesses:

Ordinary Business:

1. To receive and adopt the Audited Balance Sheet as on 31st March 2025 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 approve the remuneration of S Panse & Co, LLP, Statutory Auditors appointed by Comptroller and Auditor General of India (CAG) for the Company for the financial year 2025-26 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, appointment of S Panse & Co, LLP as Statutory Auditors of the company, by Comptroller and Auditor General of India (CAG) for the financial year 2025-26 be and is hereby noted.

RESOLVED FURTHER THAT pursuant to the provisions of Section 142 of the Companies Act, 2013, remuneration of Rs. 1,21,000/- for conducting Statutory Audit, Rs. 55,000/- for certification of consolidated financial statements and Rs. 70,000/- for Tax Audit of the Company be payable to S. Panse & Co, LLP, Statutory Auditors, for the financial year 2025-26, excluding out-of-pocket expenses and applicable taxes as per the recommendation by the Board of Directors.

RESOLVED FURTHER THAT the Managing Director & CEO, Company Secretary and Chief Financial officer of the Company be and are hereby severally authorised to complete all the formalities including filing necessary forms with the Registrar of Companies, and any other regulatory/statutory authorities and do all the things as may be necessary in this regard.’

Special Business:

3. To appoint Mrs. Beena Vaheed as 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), Mrs. Beena Vaheed (DIN 10597636), Additional Non-Executive Director of the Company, whose tenure has come to an end on the date of 29th 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 her 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 any Director and/or Company Secretary are hereby severally authorised to do and perform all such acts, deeds, matters and things, as may be necessary, desirable and expedient to give effect to this resolution.’

4. To appoint Shri Sanjay Kumar Grover as 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 Sanjay Kumar Grover (DIN 07217384), Additional Non-Executive Director of the Company, whose tenure has come to an end on the date of 29th 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.

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

5. To appoint Shri Kashyap Mehta as Director of the Company and designate him as ‘Designated Director’.

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 Kashyap Mehta (DIN 11259818), Additional Non-Executive Director of the Company, whose tenure has come to an end on the date of 29th 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.



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

BY ORDER OF THE BOARD OF DIRECTORS

Place : Mumbai

Date : 18th December 2025

Sd/-

Ajit Joshi

Company Secretary

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IN THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF/HERSELF. THE INSTRUMENT APPOINTING THE PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 24 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three (3) days written notice is given to the Company.
3. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of items nos. 3 to 5 is enclosed.

4. Brief details of the Directors, who are seeking re-appointment as also about those being proposed for appointment, are annexed hereto.
5. Documents referred to in the Notice and the Explanatory Statement shall be open for inspection by the members at the registered office of the Company on all working days (Mondays through Fridays) from 10.00 a. m. to 5.00 p. m. except holidays, up to the date of the meeting.
6. The Company has been maintaining, *inter alia*, the following statutory registers at its registered office at 1704, B wing, Parinee Crescenzo, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051 which are open for inspection in terms of the applicable provisions of the Companies Act, 2013 by members and others as specified below:

- a. Register of contracts or arrangements in which directors are interested under section 301 of the Companies Act, 1956 and section 189 of the Companies Act, 2013 is available for inspection by shareholders on all working days during business hours.

The said Registers shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.

- b. Register of Directors' Shareholding, under section 307 of the Companies Act, 1956 and Register of Directors and key managerial persons (KMP) and their shareholding under section 170 of the Companies Act, 2013, is available for inspection by shareholders on all working days during business hours.

The said Registers shall be kept open for inspection at the annual general meeting of the Company and shall be made accessible to a person attend the meeting.

7. Members/proxies are requested to bring the copies of annual reports to the meeting.

BY ORDER OF THE BOARD OF DIRECTORS

Place : Mumbai

Date : 18th December 2025

Ajit Joshi

Company Secretary



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ANNEXURE TO THE NOTICE

Agenda Item No. 3 – To appoint Mrs. Beena Vaheed as Director of the Company

Brief Profile of Mrs. Beena Vaheed -

Mrs. Beena Vaheed joined Bank of Baroda as an Executive Director on August 9, 2024. She holds a Bachelor of Science and a Master of Communication and Journalism from the University of Kerala, has completed an Executive MBA from IIM Kozhikode and has received specialised training in Cybersecurity and Leadership. Ms. Vaheed bring in rich and diverse experience of over 30 years in Banking.

She began her career as an Officer at Corporation Bank in 1993, significantly contributing to the Bank's business planning, advertising and publicity efforts, including the successful launch of its IPO in 1997. Throughout her career, Ms. Vaheed has held multiple leadership roles. As a Branch Head, she led strong business growth, ensured risk & operational compliance and improved market share. She was recognised with a number of awards for her performance in the field. As a Deputy General Manager and, subsequently General Manager, she managed one of the largest regions for the erstwhile Corporation Bank, overseeing major corporate accounts and driving substantial business volume and profitability.

Mrs. Vaheed is recognised for her strategic acumen, people development, team building & motivation, and customer engagement skills, making her a well-rounded and dynamic professional.

Her effectiveness as a leader is evidenced by multiple awards and recognition received for outstanding business performance. She has been a consistent top performer across her field stints, receiving the 'Star' award. Additionally, Ms. Vaheed has served in numerous board and leadership positions. She was a Director on the Board of Union Bank of India Services Ltd.

Other Directorships :1) Executive Director – Bank of Baroda

Shareholding in the Company : Nil

The Board of Directors recommends the resolution for approval.

None of the Directors and Key Managerial Person, except Mrs. Beena Vaheed, may be deemed to be concerned or interested in this Resolution.



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Agenda Item No. 4 - To appoint Shri Sanjay Grover as Director of the Company

Shri Sanjay Grover (DIN 07217384) is Chief General Manager of Bank of Baroda.

Shri Grover, a postgraduate in M.A., Economics, a seasoned banker and treasurer, is a senior executive in Bank of Baroda. His area of expertise is Treasury Operations where he has spent most of his career and gained skills and expertise in the domain in true holistic sense. Besides, Treasury, Shri Grover has also worked in Overseas office in Dubai, UAE and as s Chief Executive (European Operations) and MD & CEO of Bank of Baroda (UK) Limited. He also served as head of RRB & Fis Division of Bank of Baroda.

Mr. Grover has been very active in banking industry and has served in various capacities Forex Association of India (Affiliated to ACI) and Foreign Exchange Dealers Association of India. Currently he is deputed as Managing Director & CEO of Baroda BNP Asset Management Limited and also on the Board of FIMMDA.

Other Directorships : 1) Baroda BNP Asset Management Limited

Shareholding in the Company : 10 Shares (as nominee of Bank of Baroda)

The Board of Directors recommends the resolution for approval.

None of the Directors and Key Managerial Person, except Shri Sanjay Grover, are concerned or interested in this Resolution.

Agenda Item No. 5 - To appoint Shri Kashyap Mehta as Director of the Company and designate him as ‘Designated Director’

Shri Kashyap Mehta (DIN 11259818) is holding the position of President and heading the Institutional Broking division of the Company.

Shri Mehta is a Chartered Accountant having qualified in 1998, post which he started his stock market career as a research analyst at Anagram Stockbroking Ltd (Sanjay Lalbhai Group Co) in Jun 2000 and became Head-Sales after successfully handling the Research section. He has over 25 years of experience across Institutional Equities, Research, Sales and Trading having worked with marquee firms like HSBC Securities India Pvt Ltd for 11 years and JM Morgan Stanley Financial services Pvt Ltd for 4.5 years. He has strong relationships with large domestic institutional investors and is well known amongst the local client base.



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Other Directorships : 1) NIL

Shareholding in the Company : NIL

The Board of Directors recommends the resolution for approval.

None of the Directors and Key Managerial Person, except Shri Kashyap Mehta, are concerned or interested in this Resolution.



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**Explanatory Statement to the Notice dated July 31, 2018
pursuant to Section 102 of the Companies Act, 2013**

Item Nos. 3, 4 and 5 :

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 directors 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, is deemed to be concerned or interested in these Resolutions.

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

The Directors recommend the Resolutions at Item Nos. 3, 4 and 5 of the accompanying Notice for the approval of the Members of the Company.

BY ORDER OF THE BOARD OF DIRECTORS,

Place : Mumbai
Date : 18th December 2025

Sd/-
Ajit Joshi
Company Secretary