CIN : U65999MH1996GOI1098009

BOB CAPITAL MARKETS LIMITED
CIN : U65999MH1996GOI098009
(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 30th ANNUAL GENERAL MEETING OF BOB CAPITAL MARKETS LIMITED

NOTICE is hereby given that the 30th Annual General Meeting of the Members of BOB Capital Markets Limited will be held on Friday, 25th September 2026 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 2026 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 2026-27 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 2026-27 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 and Rs. 10,000/- for Quarterly Limited Review Report of the Company be payable to S. Panse & Co, LLP, Statutory Auditors, for the financial year 2026-27, excluding out-of-pocket expenses and applicable taxes as per the recommendation by the Board of Directors.

RESOLVED FURTHER THAT the Managing Director & CEO, Deputy Managing Director, 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 Shri Nand Kishore Purohit as Director of the Company and also as Deputy Managing 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 other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, approval be and is hereby accorded to the appointment of Shri Nand Kishore Purohit (DIN 05138026) in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013 has been received in the prescribed manner, as a Director of the Company on the Board of the Company.

RESOLVED FURTHE THAT in terms of section 196, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), Shri Nand Kishore Purohit (DIN : 05138026) be designated as Deputy Managing Director and be considered as one of the Key Managerial Personnel (KMP) of the Company for a consecutive period of 5 years from 16th January 2026 to 15th January 2031, not subject to retirement by rotation, at an annual remuneration of Rs. 1,60,00,000/- (Rupees One Crore Sixty Lakhs only) and Assured Bonus of Rs, 25,00,000/- (Rupees Twenty-Five Lakhs only) being Fixed Component per annum by way of salary and perquisites and variable remuneration subject to achievement of Gross Revenue Target, with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed by and between the Board/ Nomination and Remuneration Committee and Shri Nand Kishore Purohit.

RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, during the currency of term of Shri Nand Kishore Purohit, the approvals (including approval from Central Government) as may be required as per Schedule V and the applicable provisions of the Companies Act, 2013 shall be obtained in case the Nomination and Remuneration Committee and the Board decides to pay the remuneration to Shri Nand Kishore Purohit, as may be applicable.

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

4. To appoint Shri Harshad Kumar Solanki 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 Harshadkumar T. Solanki (DIN 10445296), Additional Director of the Company, whose tenure has

come to an end on the date of 30th Annual General Meeting and 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, not subject to retirement by rotation.

RESOLVED FURTHE THAT in terms of section 196, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), Shri Harshadkumar Solanki (DIN : 10445296) be designated as Managing Director and Chief Executive Officer and be considered as one of the Key Managerial Personnel (KMP) of the Company for a consecutive period of 5 years from 21st May 2026 to 20th May 2031, not subject to retirement by rotation and the remuneration/salary provident Fund and other perquisites, fees, bonus/incentive/commission, subject ot limits as prescribed and/or as may be prescribed by Bank of Baroda from time to time payable to Shri Harshadkumar Solanki during his period of deputation with the Company will be reimbursed to Bank of Baroda

RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, during the currency of term of Shri Harshadkumar Solanki, the approvals (including approval from Central Government) as may be required as per Schedule V and the applicable provisions of the Companies Act, 2013 shall be obtained in case the Nomination and Remuneration Committee and the Board decides to pay the remuneration to Shri Harshadkumar Solanki, as may be applicable.

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

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-
Ajit Joshi
Company Secretary

Place : Mumbai
Date : 23rd September 2026

CIN : U65999MH1996GOI1098009

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 INSTURMENT 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 4 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

Sd/-
Ajit Joshi
Company Secretary

Place : Mumbai
Date : 23rd September 2026

CIN : U65999MH1996GOI1098009

ANNEXURE TO THE NOTICE

Agenda Item No. 3 – To appoint Shri Nand Kishore Purohit as Deputy Managing Director of the Company

Brief Profile of Shri Nand Kishore Purohit -

Nand Kishore Purohit is a seasoned business leader with over 25 years of experience in financial services, specializing in retail broking, digital transformation, and fintech innovation. He has successfully led large-scale P&L operations and driven aggressive customer acquisition, retention, and profitability through tech-led strategies. Known for transforming traditional businesses into digital-first models, he brings a strong mix of domain expertise, execution capability, and maturity. With a solid foundation in engineering and management, and certifications in digital business and product ownership, he's well-positioned for CXO-level roles in fast-evolving BFSI or fintech environments.

Shri Purohit has experience in Retail Broking. Retail broking is Nand's core strength. Across organizations like Angel Broking, HDFC Securities, IIFL, SBI Securities, and Equentis, he has consistently delivered strong digital and revenue outcomes—ranging from 3X customer growth to 5X mobile revenue, and 56% reduction in acquisition cost. He's led digital onboarding, product innovation (like robo-advisory, margin funding, and intraday tools), and built scalable distribution channels, making him a proven leader in this space.

He also has experience in Investment Banking & Capital Markets and Product & Digital Innovation.

Other Directorships : 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 Nand Kishore Purohit are concerned or interested in this Resolution**.**

CIN : U65999MH1996GOI1098009

Agenda Item No. 4 - To appoint Shri Harshad Kumar Solanki as Managing Director & Chief Executive Officer of the Company

Shri Harshadkumar Solanki (DIN 10445296) is Chief General Manager of Bank of Baroda.

Brief Profile of Shri Harshadkumar Solanki -

Shri Harshadkumar Solanki is appointed as Managing Director and Chief Executive Officer of the Company with effect from 21st May 2026.

Shri Harshadkumar Solanki is a Chief General Manager at Bank of Baroda since 1Dec24. He was heading Bank's Retail Assets Vertical, during Jul 23 to Oct 23 and Nov 24 till May 26, where he played a pivotal role in driving the Bank's growth in retail banking. With over 27 years of experience at the Bank, he has experience in branch operations, credit management, and risk governance. Additionally, he held the position of Deputy General Manager (DGM) Vigilance, where he contributed significantly to the Bank's compliance and risk management framework. Shri Solanki has also worked in the Bank of Baroda's UAE territory for four years as Credit head for a large branch. Beyond his core banking responsibilities, he has also held key external positions, including serving as the Convenor of SLBC Rajasthan for one year, Director in Rajasthan Gramin Bank, and Director in Rajasthan Consultancy Organisation Ltd. He is Directory in Baroda Global Shared Services Ltd since March 2025.

Recognized for his leadership and strategic acumen, he is part of the Leadership Pool of PSU Banks identified by Banks Board Bureau (BBB).

Academically, Mr. Solanki holds a strong and diverse educational background. He is M.Com and MBA in Finance. He also holds CAIIB, Diplomas in International Business and Treasury Investment and Risk.

Other Directorships : 1) Baroda Global Shared Services Limited

Shareholding in the Company : NIL

The Board of Directors recommends the resolution for approval.

None of the Directors and Key Managerial Person, except Shri Harshadkumar Solanki, are concerned or interested in this Resolution**.**

CIN : U65999MH1996GOI1098009

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,

Sd/-
Ajit Joshi
Company Secretary

Place : Mumbai
Date : 23rd September 2026