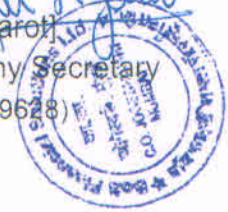


24th ANNUAL REPORT

BY ORDER OF THE BOARD
For BOB Financial Solutions Limited


[Vipul Barot]
Company Secretary
(ACS : 29628)



Place: Mumbai
Date: 31st August, 2018

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

NOTES

A MEMBER ENTITLED TO ATTEND AND VOTE IN THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A Proxy form, in order to be effective, must be deposited at the registered office of the Company not less than forty eight hours before the commencement of the aforesaid meeting.

Consent of all the Members has been obtained for convening Annual General Meeting at a shorter Notice.

An Explanatory Statements pursuant to section 102 (1) of the Companies Act 2013, in respect of Ordinary business and special business as set out above under item No – 2,3 and 5 of the Notice are annexed hereto.

Members are requested to intimate to the Company, changes, if any, in their registered addresses, nomination, power of attorney etc. at an early date, in case of shares held in physical form.

The dividend, as recommended by the Board, if approved at the Annual General Meeting, would be paid / dispatched on or after 31st August, 2018 but within the statutory time limit, to those shareholders whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before 31st August, 2018.

Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.

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

ITEM NO. 2

Shri Navtej Singh retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment. Accordingly, the Shareholders are requested to re-appoint Shri Navtej Singh as a Director of the Company.

ITEM NO. 3

Your Directors recommended a dividend @ Rs. 0.50/- per Equity Shares on 17,50,00,000 equity shares of Rs. 10/- each (Previous Year –Rs. 0.50/- per Equity Share) for the Financial Year ended 31st March, 2018. The net outgo on account of Dividend shall be Rs. 10.53 Cr. (including Dividend Distribution Tax). The Dividend shall be paid to those members, whose names shall appear on the Register of Members of the Company on 5th September, 2018.

ITEM NO. 5

The Company has received a notice under Section 160 of the Companies Act, 2013 from Bank of Baroda along with a deposit of Rs.1,00,000/- signifying its intention to propose Ms. Archana Pandey, General Manager (CFS) of Bank of Baroda as a Non Executive Director of the Company, liable to retire by rotation.

Accordingly, Ms. Archana Pandey was appointed by the Board as an Additional Director with effect from 22nd March, 2018 on rotational basis. She shall hold office upto the date of the ensuing Annual General Meeting pursuant to Section 161 of the Companies Act,2013 ("the Act").

Ms. Archana Pandey is a qualified Chartered Accountant. She is a seasoned Banker. Presently he is serving Bank of Baroda as General Manager (CFS). She has held various significant positions in Bank of Baroda during his glorious career spreading over last two decades.


Ms. Archana Pandey is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent in writing to act as a Director of the Company.

It is the considered view of the Board that Ms. Archana Pandey's knowledge and experience will be of immense value to the Company. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for the approval of the Members.

Except Ms.Archana Pandey, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

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Mumbai – 400 102

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Shareholders of BOB Financial Solutions Limited (formerly known as Bobcards Limited) will be held on Friday, 31st August, 2018 at 5.00 P.M. at the Meeting Room (8-A), 8th Floor, Baroda Corporate Centre, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051. to transact the following business.

ORDINARY BUSINESS

1. To receive, adopt and consider the Annual Financial Statements for the financial year ended 31st March 2018 and Report of the Board of Directors, Auditors and Comments of the Comptroller and Auditor General of India thereon.
2. To appoint a Director in place of Shri Navtej Singh (DIN No. 07666197), who is retiring by rotation and being eligible, offers himself for reappointment.
3. To declare a Dividend
4. To consider and if thought fit, to pass with or without modifications, the following resolution as ORDINARY RESOLUTION:-

"RESOLVED THAT pursuant to Section 142 r/w 139(5) of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to fix the remuneration of such Auditors of the Company, as may be appointed/re-appointed by the Comptroller and Auditor General of India (C&AG) for the financial year 2018-2019."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Archana Pandey (DIN No. 08089545), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 22nd March, 2018 and who holds office up to the date of ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect

of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."