

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]



सत्यमेव जयते

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

(b) Registered office address

2nd Floor, Baroda House Behind Dewan Shopping Centre, Joge swari - West NA
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

U72400MH2004PLC147094

Pre-fill

Name of the Registrar and Transfer Agent

NSDL DATABASE MANAGEMENT LIMITED

Registered office address of the Registrar and Transfer Agents

4th Floor, Tower 3, One International Center Senapati Bapat
Marg, Prabhadevi, Mumbai - 400 013 Delisle Road

(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

(f) Specify the reasons for not holding the same

THE AGM IS SCHEDULED TO BE HELD ON 28TH SEPTEMBER 2023

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

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	1,000,000,000	975,000,000	975,000,000	975,000,000
Total amount of equity shares (in Rupees)	10,000,000,000	9,750,000,000	9,750,000,000	9,750,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,000,000,000	975,000,000	975,000,000	975,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10,000,000,000	9,750,000,000	9,750,000,000	9,750,000,000

(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)	0			

(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			
Equity shares						
At the beginning of the year	275,000,000	0	275000000	2,750,000,000	2,750,000,000	

Increase during the year	700,000,000	0	700000000	7,000,000,0	7,000,000,0	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	700,000,000	0	700000000	7,000,000,0	7,000,000,0	0
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	
v. ESOPs	0	0	0	0	0	
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify						
Decrease during the year	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	
At the end of the year	975,000,000	0	975000000	9,750,000,0	9,750,000,0	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	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						
Decrease during the year	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						
At the end of the year	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/Debtures 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	
Date of registration of transfer (Date Month Year)	18/05/2022
Type of transfer	Equity Shares 1 - Equity, 2- Preference Shares,3 - Debtures, 4 - Stock
Number of Shares/ Debtures/ Units Transferred	100
Amount per Share/ Debture/Unit (in Rs.)	10

Ledger Folio of Transferor		R-0010	
Transferor's Name	YADAV		RAMJASS
	Surname	middle name	first name
Ledger Folio of Transferee		R-0011	
Transferee's Name	NEGI		RAVINDRA SINGH
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		18/05/2022	
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		S-0009	
Transferor's Name	GUPTA		SARVESH KUMAR
	Surname	middle name	first name
Ledger Folio of Transferee		A-0008	
Transferee's Name	MUKHERJEE		AMITAVA
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		16/03/2023	
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		S-0008	
Transferor's Name	KUMAR		SUBRAT
	Surname	middle name	first name
Ledger Folio of Transferee		S-0011	
Transferee's Name	SINGH		SHAIENDRA
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	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	125	1000000	125,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			125,000,000

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	375,000,000	125,000,000
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
Total					

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

(i) Turnover

8,821,844,911.23

(ii) Net worth of the Company

9,823,536,653.4

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	0	0	0	
5.	Financial institutions	974,999,300	100	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	
	Total	975,000,000	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	
	Total	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
A. Promoter	1	0	1	0	0	0
B. Non-Promoter	0	4	0	2	0	0
(i) Non-Independent	0	2	0	0	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	2	0	4	0	0
(i) Banks & FIs	0	2	0	4	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	01/07/2023
Debadatta Chand	07899346	Nominee director	0	
Kadagatoor Venkatesh	09409028	Director	0	
Purshotam	08504005	Director	0	
Sanjay Kao	09447175	Director	0	
Sriraman Jagannathan	02936357	Additional director	0	
Shailendra Harinandan	08751442	Managing Director	100	
Shailendra Harinandan	08751442	CEO	0	
Pooja Karnani	AHEPB7049P	CFO	0	
Deepashri Cornelius	BVLPS3134E	Company Secretary	0	12/06/2023

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

5




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)
Vikramaditya Singh Khich	08317894	Nominee director	31/07/2022	Resignation
Sharad Sarin	00024446	Director	29/09/2022	Cessation
Sriraman Jagannathan	02936357	Additional director	29/12/2022	Appointment
Debadatta Chand	07899346	Nominee director	16/03/2023	Appointment
Purshotam	08504005	Director	31/03/2023	Resignation

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

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extraordinary General Meet 	02/05/2022	8	5	100
Extraordinary General Meet 	26/05/2022	8	6	100
Annual General Meeting	28/09/2022	8	6	100
Extraordinary General Meet 	12/12/2022	8	7	100

B. BOARD MEETINGS

*Number of meetings held





7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/04/2022	6	5	83.33
2	04/05/2022	7	7	100
3	18/05/2022	7	7	100
4	22/06/2022	7	7	100
5	25/07/2022	7	6	85.71
6	02/11/2022	5	5	100
7	27/01/2023	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

8

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 	04/05/2022	3	3	100
2	Audit & Risk M 	25/07/2022	3	3	100
3	Audit & Risk M 	02/11/2022	2	2	100
4	Audit & Risk M 	10/12/2022	2	2	100

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
5	Audit & Risk M	27/01/2023	3	3	100
6	HR & Nominat	02/05/2022	3	3	100
7	HR & Nominat	19/07/2022	3	3	100
8	HR & Nominat	23/01/2023	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	
1	Sanjiv Chadha	7	6	85.71	0	0	0	
2	Debadatta Cha	0	0	0	0	0	0	
3	Kadagatoor Ve	7	6	85.71	3	3	100	
4	Purshotam	7	7	100	5	5	100	
5	Sanjay Kao	7	7	100	8	8	100	
6	Sriraman Jaga	1	1	100	2	2	100	
7	Shailendra Ha	7	7	100	0	0	0	

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	4,293,059			28,678	4,321,737
	Total		4,293,059	0	0	28,678	4,321,737

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
--------	------	-------------	--------------	------------	----------------------------	--------	--------------

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Pooja Karnani	CFO	6,543,600			575,000	7,118,600
2	Deepashri Lawrence	Company Secre	1,639,380			150,000	1,789,380
	Total		8,182,980	0	0	725,000	8,907,980

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	Sharad Sarin	Independent Dir	280,000	0	0	0	280,000
2	Sanjay Kao	Independent Dir	440,000	0	0	0	440,000
3	Sriraman Jagannath	Independent Dir	80,000	0	0	0	80,000
	Total		800,000	0	0	0	800,000

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

6

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	Banking Ombuds	14/09/2022	-	7,000.00	Paid on 14/09/2022
BOB Financial Sol	Banking Ombuds	22/09/2022	-	5,000.00	Paid on 22/09/2022
BOB Financial Sol	Banking Ombuds	28/09/2022	-	10,000.00	Paid on 28/09/2022
BOB Financial Sol	Banking Ombuds	18/10/2022	-	5,000.00	Paid on 20/10/2022
BOB Financial Sol	Banking Ombuds	07/02/2023	-	1000.00	Paid on 09/02/2023
BOB Financial Sol	Banking Ombuds	17/02/2023	-	5,000.00	Paid on 28/02/2023

(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

-
-
-
-

List of attachments

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