

NOTICE OF EXTRA -ORDINARY GENERAL MEETING

NOTICE is hereby given that First Extra-Ordinary General Meeting of BOB FINANCIAL SOLUTIONS LIMITED for the financial year 2023-24 will be held on Monday, January 8, 2024 at 2:00 P.M. at Hingiri Meeting Room, Ground, Floor Baroda Corporate Centre, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 to transact the following Special business:

1. Change of Name of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 & 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force and as per the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to approval of the Central government (power delegated to registrar or Companies) and any other regulatory authorities as may be necessary, consent of the members be and is hereby accorded to change the name of the Company from BOB FINANCIAL SOLUTIONS LIMITED to BOBCARD LIMITED.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded for the new brand logo of the Company as enclosed in Annexure A.

RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

- 1. The Name of the Company is BOBCARD LIMITED***

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 and other applicable provisions, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby severally authorized to sign, execute and file necessary applications, forms, deeds, documents, writings as may be necessary for and behalf of the Company to settle and finalise all issues that may arise in this regard and to do all such acts and deeds as may be expedient or incidental for giving effect to the foregoing resolutions and to delegate all or any of the powers conferred herein as they may deemed fit.”

**BY ORDER OF THE BOARD
BOB FINANCIAL SOLUTIONS LIMITED**

**[Shailendra H. Singh]
Managing Director & CEO
(DIN 08751442)**

Place : Mumbai
Date : January 4, 2024

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

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND TO VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** THE INSTRUMENT APPOINTING THE PROXY ENCLOSED HEREWITH SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as a proxy on behalf of members holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
2. An Explanatory Statements pursuant to section 102 (1) of the Companies Act 2013, in respect of special business as set out above under item No:- 1 of the Notice are annexed hereto.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Relevant documents referred to in the above Notice and the accompanying Explanatory Statements are open for inspection at the Corporate Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 A.M. and 4.00 P.M. up to the date of the Extra-ordinary General Meeting at 15th Floor, 1502/1503/1504, DLH Park, S.V. Road, Goregaon (West), Mumbai – 400 104.
5. Consent of all the Members has been obtained for convening Extra-Ordinary General Meeting at a shorter notice.
6. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance to the Meeting
7. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.

EXPLANATORY STATEMENT

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

ITEM NO. 1:

With the view to align the brand positioning and the Company name, It is proposed to change the name of the Company from BOB Financial Solutions Limited to BOBCARD Limited (as we are a monoline company) along with rebranding the Company's Credit Cards from "Bank of Baroda Credit Card" to "BOBCARD".

Accordingly, the Board of Directors of the Company in its meeting held on September 02, 2023 decided to change the name of the Company from "BOB FINANCIAL SOLUTIONS LIMITED" to "BOBCARD LIMITED". Also, BOB stands for "BANK OF BARODA", as the Company is wholly owned Subsidiary of Bank of Baroda. The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp and focused.

The Company had received NOC for Change of Name from Reserve Bank of India vide its Letter no. CO.DOS.DSD.No.S6615/02-13-001/2023-2024 dated 20th November, 2023.

Further, the name "BOBCARD LIMITED" has been noted as available and reserved with Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs vide its name approval letter dated December 07, 2023 which is valid for 60 Days.

The change in name of the Company as aforesaid does not change the legal status or constitution of the Company nor does it affect any rights or obligations of the Company/Shareholders/Stakeholders. All existing share certificate bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 and Section 14 of the Companies Act, 2013, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alternation in the memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholders' approval.

None of the Directors, Key Managerial Personnel and their Relatives are concerned or interested in the passing of the aforesaid resolution except to the extent of their shareholding, if any.

The Board of Directors recommends the resolution set forth above, as item no.1 for the approval of the Members as a Special Resolution.

**BY ORDER OF THE BOARD
For BOB FINANCIAL SOLUTIONS LIMITED**

**[Shailendra H. Singh]
Managing Director & CEO
(DIN 08751442)**

Place : Mumbai
Date : January 4, 2024
Registered Office
2nd Floor 'Baroda House'
Behind Dewan Shopping Centre
S.V. Road Jogeshwari (W)
Mumbai - 400 102

**Annexure – A
Brand Logo**



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ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE
MEETING HALL

I/ We hereby record my/our presence at the First Extra-Ordinary General Meeting of BOB Financial Solutions Limited for the FY 2023-24 held at Shorter Notice on Monday January 8, 2024 at 2:00 P.M. at Himgiri Meeting Room, Ground Floor, Baroda Corporate Centre, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.

Name: _____

Folio No: _____ No. of Shares held: _____

Name of Proxy / Representative, if any: _____

Signature of shareholder(s)/Proxy/ Representative: _____

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name	
Address	
Email Id	
Folio No.	

I / We, being the Member(s) of _____ Equity Shares of the above named Company, hereby appoint:

1. Name:

Address:

Email ID:

Signature:

or failing him/her

2. Name:

Address:

Email ID:

Signature:

or failing him/her

As my/our proxy to attend and vote for me/us and on my/our behalf First Extra-Ordinary General Meeting of BOB Financial Solutions Limited for the FY 2023-24 to be held at Shorter Notice on January 8, 2024 at 2:00 P.M. at Himgiri Meeting Room, Ground Floor, Baroda Corporate Centre, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051:

Resolution No.	Particulars	For	Against	Abstain
Special Business				
1.	Change of Name of the Company from BOB Financial Solutions Limited to BOBCARD LIMITED			

Signed this _____ day of _____ 2024

Signature of Shareholder:

Signature of Proxy holder (s):



Notes:

1. Proxy need not be member.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the Meeting.
3. It is optional to indicate your preference. If you leave the “for”, “against” or “abstain” column blank, the proxy will be entitled to vote in the manner as he/she may deem appropriate.

Route Map

Venue: Hingiri Meeting Room, Ground Floor, Baroda Corporate Centre, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

Landmark: Near Jio World Garden

