

NOTICE TO THE MEMBERS

Notice is hereby given that the 1st (First) Extra-Ordinary General Meeting ('EGM') of the members of State Bank Operations Support Services Private Limited ('SBOSS' or 'the Company') for the FY 2025-26, will be held on Tuesday, 12th August 2025 at 6:00 P.M. at 2nd Floor, Madhuli Building, Shiv Sagar Estate, Dr. Annie Besant Road, Worli, Mumbai – 400018, Maharashtra, India, through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following business(es):

SPECIAL BUSINESS:

ITEM NO. 1: To consider and approve the shifting of the Registered Office of the Company from NCT of Delhi to State of Maharashtra

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

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under (including statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of Central Government (Regional Director) and any other approvals required, the consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from National Capital Territory (NCT) of Delhi (i.e., 2nd Floor, NBCC Place, East Wing, Bhisham Pitamah Marg, Pragati Vihar, Lodhi Road, New Delhi – 110003, India) to the State of Maharashtra (i.e., 2nd Floor, Madhuli Building, Shiv Sagar Estate, Dr. Annie Besant Road, Worli, Mumbai – 400018, Maharashtra, India).

RESOLVED FURTHER THAT upon shifting of the registered office being effective, the existing Clause II of the Memorandum of Association of the Company be substituted with the following new Clause:

“II. The Registered Office of the Company will be situated in the State of Maharashtra”.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to file application with the Central Government (Regional Director) and to sign applications, affidavits, returns and any other documents in relation to the said application and to do all such acts, deeds and things and to execute all such documents and instruments as may be necessary to give effect to the above resolution.”

**By the order of the Board
For State Bank Operations Support Services Private Limited**

**Date: 21.07.2025
Place: Delhi**


**(Heena Gauba)
Company Secretary
M. No.: A33793**

STATE BANK OPERATIONS SUPPORT SERVICES PRIVATE LIMITED

Wholly Owned Subsidiary of State Bank of India

Regd. Office: 2nd Floor, NBCC Place, Bhisham Pitamah Marg, Pragati Vihar, Lodhi Road, New Delhi-110003

CIN: U74999DL2022PTC402375 Website: sboss.net.in Tel. : 011-24309745 Email : support@sboss.net.in

NOTES:

1. The Ministry of Corporate Affairs (MCA) allowed conducting of Extra-Ordinary General Meeting (EGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed with the requirement of the personal presence of the members at the venue of meeting. Accordingly, the EGM of the members will be held through VC/OAVM as allowed by the MCA through various circulars viz. Circular No. 14/2020 dated April 08, 2020, Circular No. 03/2022 dated May 05, 2022, Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 (hereinafter collectively referred to as "MCA Circulars"), prescribing the procedures and manner of conducting the EGM through VC/OAVM. Further, as per MCA Circular No. 09/2024 dated September 19, 2024, the companies are allowed to hold AGM/ EGM through VC/OAVM, without the physical presence of Shareholders or Members at a common venue till September 30, 2025. However, members can attend and participate in the AGM / EGM through VC/ OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. Accordingly, as per dispensation under MCA Circulars, the Proxy Form is not annexed to this Notice.

However, corporate members intending to send their representatives to attend the EGM through VC/ OAVM on its behalf are requested to send a Certified True Copy of the Board or governing body Resolution/ Authorization etc. [scanned copy (PDF/JPG Format)] to the Company of their representative to attend and vote on their behalf in the EGM through VC/ OAVM. The said Resolution/Authorization shall be sent to the Company Secretary of the Company by email through its registered email address to cs@sboss.net.in.

3. Particulars pertaining to the manner and process of log-in will be mailed separately.
4. The facility to join the EGM shall be kept open 15 minutes before the commencement time of the meeting and shall not be closed till the expiry of 15 minutes after such scheduled commencement time. It is highlighted that the proceedings of the EGM shall be recorded.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the EGM is being held through VC/OAVM in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not annexed to this Notice.
7. Members are requested to convey their vote on any resolution during the meeting by sending an e-mail at cs@sboss.net.in, when a poll is required to be taken during the meeting on any resolution.
8. Further, members who need assistance before or during the EGM may reach out to Ms. Heena Gauba, Company Secretary of the Company, through email at cs@sboss.net.in or call at +91-9953072071.
9. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, PAN, mobile number at cs@sboss.net.in latest by 10th August 2025.



10. All documents mentioned in this Notice and the explanatory statement will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member from the date of circulation of this Notice till the continuance of the meeting. Members seeking inspection through electronic mode can send an email to cs@sboss.net.in.
11. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out the details relating to the special business to be transacted at the meeting, forms part of this Notice.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,
2013**

**Item No. 1: To consider and approve the shifting of the Registered Office of the
Company from NCT of Delhi to State of Maharashtra**

The Registered Office of the Company is presently situated at 2nd Floor, NBCC Place, East Wing, Bhisham Pitamah Marg, Pragati Vihar, Lodhi Road, Delhi – 110003, India. In line with the strategic direction of the top management of the Bank, it is considered suitable to shift the registered office of the Company from the National Capital Territory of Delhi to the State of Maharashtra. Hence, the Board has proposed to shift the Registered Office of the Company from National Capital Territory of Delhi (i.e., 2nd Floor, NBCC Place, East Wing, Bhisham Pitamah Marg, Pragati Vihar, Lodhi Road, New Delhi – 110003, India) to the State of Maharashtra (i.e., 2nd Floor, Madhuli Building, Shiv Sagar Estate, Dr. Annie Besant Road, Worli, Mumbai – 400018, Maharashtra, India).

Pursuant to Section 13 of the Companies Act, 2013, registered office of the Company may be shifted from one State to another subject to the approval of the Central Government (Regional Director) and the consent of the shareholders by way of a Special Resolution is required, to shift the Registered Office of the Company from National Capital Territory of Delhi to the State of Maharashtra and accordingly this matter is being placed before the members for approval. Therefore, the Board of Directors of the Company recommends passing of the resolution as Item No. 1 of the Notice for approval by the members as Special Resolution.

None of the Directors, Key Managerial Personnel and/or their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

**By the order of the Board
For State Bank Operations Support Services Private Limited**



(Heena Gauba)

Company Secretary

M. No.: A33793

Date: 21.07.2025

Place: Delhi