NOTICE OF 21ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 21st Annual General Meeting of the Members of SBI Ventures Limited (formerly known as SBICAP Ventures Limited) will be held at a shorter notice on Monday, 21st September 2026 at 11:30 a.m. at 10th Floor, Pandya Meeting room, Corporate Centre, State Bank Bhavan, Madame Cama Road, Nariman Road, Mumbai, Maharashtra 400021 to transact the following business:

ORDINARY BUSINESS:

1) To adopt the audited Financial Statement as on 31st March 2026, together with the Reports of the Board of Directors and Auditors thereon and comments of Comptroller & Auditor General of India (CAG) under section 143(6) of the Companies Act, 2013 and in this regard.

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

   "**RESOLVED THAT** the audited Balance sheet of the Company as on 31st March 2026, the audited Statement of profit and loss for the year ended 31st March 2026, the Auditors' report and comments of the Comptroller & Auditor General of India (CAG) under Section 143(6) of the Companies Act, 2013 thereon, together with the Directors' Report, be and are hereby received, considered and adopted."

2) To consider and authorize the Board to fix the remuneration of Statutory Auditor of the Company as appointed by the Comptroller & Auditor General of India (CAG) for the financial year 2026-27.

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

   "**RESOLVED THAT,** the Board of the Company, be and hereby authorized to fix the remuneration of the Statutory Auditor of the Company as will be appointed by Comptroller and Auditor General of India for the financial year 2026-2027."

SPECIAL BUSINESS:

3) To consider and approve the re-appointment of Shri. Prem Prabhakar (DIN: 10642426) as Managing Director & CEO and Whole-Time Key Managerial Personnel of the Company and approve the terms & conditions of such appointment including remuneration:

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

"**RESOLVED THAT** in terms of applicable Articles of the Articles of Association of the Company and pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and all the applicable Rules made under the Companies Act, 2013 read with the SBI letter No. A&S/NBS/HR/773 dated 17th March 2026, the consent of the Members/shareholders be and is hereby accorded for re-appointment of Shri. Prem Prabhakar (DIN: 10642426) as Managing Director and Chief Executive Officer of the Company, with effect from 4th June, 2026 upto 20th May 2027 or till further instructions from Bank, whichever is earlier, and further approval of the shareholders is hereby accorded for the terms and conditions of appointment including remuneration and other benefits as applicable to SBI Officers TEGS-VII (General Manager) grade of State Bank of India from time to time (as set out in the Annexure I below).

RESOLVED FURTHER THAT the terms of remuneration as set out in the (Annexure I below) of this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved as per SBI Officers' Service Rules in TEGS-VII herein be continued to be paid as minimum remuneration to the MD&CEO."

By order of the Board,

Sd-

Place: Mumbai

Date: 16th September 2026

Ankita Shrivastav
CS & Compliance Officer
Membership No.: 44896

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting ('The Meeting') Is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The Instrument appointing the proxy 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 not exceeding Fifty and Holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A Member Holding more than Ten Percent 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 person or Shareholder. A blank proxy Form is enclosed. PROXIES SHALL BE EXCLUDED FOR DETERMINING THE QUORUM.

2. The Register of Directors and Key Managerial Personnel and their Shareholding shall be produced at the commencement of the Annual General Meeting and shall remain open and accessible during the continuance of the Meeting to any person having a right to attend the Meeting.

3. Members/proxies/authorized representatives should bring the duly filled in Attendance Slip enclosed herewith to attend the Meeting.

4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the Meeting.

5. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

6. The details as required under the Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (ICSI), of Directors seeking appointment at this Annual General Meeting under Item No. 3 of the Notice, is annexed hereto.

7. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms a part of this notice.

8. 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, except Saturdays, during business hours up to the date of the Meeting.

Explanatory Statement under Section 102 of the Companies Act, 2013

Item No. 3

Pursuant to the applicable clauses of the Articles of Association of the Company, Section 161 of the Companies Act 2013, SBI vide its' letter No. A&S/NBS/HR/773 dated 17th March 2026, has extended the tenure of deputation of Shri. Prem Prabhakar (DIN: 10642426) as SBI Nominee Director, Managing Director & Chief Executive Officer of the Company upto 20th May 2027 or till further instructions from Bank, whichever is earlier.

As per Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee has recommended the re-appointment of Shri. Prem Prabhakar as SBI Nominee Director, Managing Director & Chief Executive Officer and Key Managerial Personnel (KMP) of the Company. Further as per Section 196, 197, 203 and Schedule V of the Companies Act 2013 of the Companies Act, 2013, the Board in it's 109th Board meeting has approved and recommended the re-appointment of Shri. Prem Prabhakar as the Managing Director & CEO and KMP of the company upto 20th May 2027 or till further instructions from Bank, whichever is earlier. The terms and conditions including remuneration and other benefits as applicable to SBI Officers in TEGS- VII (General Manager) grade of SBI (as set out in Annexure 'I') and the ex-gratia as may be decided by the Board from time to time, will be applicable. The Consent Letter has been received from Shri. Prem Prabhakar in Form DIR-2 to act as MD & CEO of the Company. Shri. Prem Prabhakar has also provided a declaration that he is not disqualified to act as Nominee Director, Managing Director & CEO and KMP of the Company.

Annexure – I

Terms and conditions of remuneration and other benefits applicable to SBI Officers in TEGS-VII (General Manager) grade payable to Shri. Prem Prabhakar (DIN: 10642426) as Managing Director & CEO (KMP):

1.	Basic Pay	As per SBI Officers' Service Rules in TEGS VII. Presently Rs. 156,500/- per month
2.	Dearness Allowance	As per SBI Officers' Service Rules in TEGS VII. Presently Rs.33,044.41/- per month
3.	Prof. Qualification Pay	As per SBI Officers' Service Rules in TEGS VII. Presently Rs.3,425/- per month

4.	Sp. Compensatory Allowance-2	As per SBI Officers' Service Rules in TEGS VII. Presently Rs. 450/- per month
5.	Location Allowance	As per SBI Officers' Service Rules in TEGS VII. Presently Rs.1,200/- per month.
6.	Learning Allowance	As per SBI Officers' Service Rules in TEGS VII. Presently Rs. 850/- per month.
7.	Special Allowance	As per SBI Officers' Service Rules in TEGS VII. Presently Rs. 49,297.50/- per month.
8.	Spl. Balancing Allowance	As per SBI Officers' Service Rules in TEGS VII. Presently Rs. 2,223.00/- per month.
9.	Provident Fund Contribution	As per SBI Officers' Service Rules in TEGS VII.
10.	Gratuity	As per SBI Officers' Service Rules in TEGS VII.
11.	Residential Accommodation	As per SBI Officers' Service Rules in TEGS VII.
12.	Travelling Expenses	As per SBI Officers' Service Rules in TEGS VII.
13.	Halting Allowance and eligibility for stay	As per SBI Officers' Service Rules in TEGS VII
14.	Leave	As per SBI Officers' Service Rules in TEGS VII.
15.	Provision of Car	As per SBI Officers' Service Rules in TEGS VII.
16.	Medical Benefits	As per SBI Officers' Service Rules in TEGS VII.
17.	Leave Travel Concession	As per SBI Officers' Service Rules in TEGS VII.
18.	Encashment of Privilege Leave	As per SBI Officers' Service Rules in TEGS VII
19.	Membership of Clubs	As per SBI Officers' Service Rules in TEGS VII
20.	Personal entertainment	As per SBI Officers' Service Rules in TEGS VII

Also, all other remuneration and benefits sanctioned /enhanced (including grade acquired on account of promotion) from time to time for to SBI Officers in TEGS-VII (General Manager) grade.

Along with salary, allowance and perquisites, the following would be payable to the Bank by the borrowing organization:

i) Bank's contribution to Provident Fund	10% of Basic Pay
ii) Bank's contribution to Pension Fund	10% of Basic pay
iii) Contribution towards leave Salary	At the end of the period of deputation, leave salary corresponding to leave earned during the period of deputation but not availed during the said period shall be payable to the Bank
iv) Leave Travel concession	If the officer does not avail the leave travel concession while on deputation, the cost of leave travel concession proportionate to the period of deputation, would be payable to the Bank at the end of the period of deputation.

Shri. Prem Prabhakar as Managing Director & CEO, KMP shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to the duties of directors.

Shri. Prem Prabhakar satisfies all the conditions set out in Part-I of Schedule V to the Act and the other conditions as set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment as Managing Director, CEO & Key Managerial Personnel of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Shri. Prem Prabhakar under Section 190 of the Act.

As required under Secretarial Standards on General Meetings (SS-2), details of Director proposed for appointment is given below:

Name of Director	Shri. Prem Prabhakar
DIN	10642426
Designation	Managing Director & CEO
Date of Birth	13-11-1974
Date of first appointment on the Board	04th June 2024
Qualifications	Shri. Prabhakar is a Postgraduate in Arts and Certified Associate of the Indian Institute of Bankers.
Experience	Shri. Prem Prabhakar joined as the Managing Director and Chief Executive Officer of SBI Ventures Limited (formerly known as SBICAP Ventures Limited) in June 2024. A seasoned banker with

	over 25 years of diverse experience in the financial services industry, Shri. Prabhakar brings a deep understanding of banking operations, treasury, compliance, risk management and strategic leadership. One of his notable assignments includes serving as Deputy General Manager (Business & Operations), where he oversaw a large cluster of SBI branches. In this capacity, he was responsible for the retail business, operational excellence, customer service enhancement, and implementation of risk mitigation strategies. He played a critical role in ensuring adherence to standard operating procedures (SOPs), internal controls, and audit norms while leading initiatives to promote digital transformation and tech-enabled banking services at the branch level. His efforts contributed significantly to improving compliance with RBI guidelines, internal policies, and regulatory expectations. In addition to his executive roles, Shri. Prabhakar also served as a Director on the Board of Jharkhand Rajya Gramin Bank (JRGB), a Regional Rural Bank. In this governance role, he contributed to the strategic oversight, compliance monitoring and execution of development- focused banking initiatives. He was instrumental in ensuring alignment with RBI and NABARD guidelines, evaluating rural credit performance, priority sector lending, and strengthening the bank's risk management framework. Shri. Prabhakar holds a postgraduate degree in Humanities and is a Certified Associate of the Indian Institute of Bankers (CAIIB). His strong academic foundation, combined with rich field experience and global exposure, uniquely positions him to lead SBI Ventures Limited in its mission to foster innovation and investment in the financial ecosystem.
Shareholding in the Company	Nil
Number of Board meetings held during the tenure of the Director	11
Number of Board meetings attended by the Director	11
Directorships held in other Companies as on date	Nil
Particulars of Committee Chairmanship held in other Companies	Nil
Particulars of Committee Membership held in other Companies	Nil

Relationship with other Directors / KMP of the Company	Nil
Terms and Conditions of appointment/ re-appointment	As mentioned in the resolution and explanatory statement
Remuneration sought to be paid	As mentioned in the explanatory statement
Remuneration last drawn for the financial year ended 31st March, 2026	Rs. 54 Lakh

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 3.

The Board recommends the Special Resolution set out in Item No. 3 of the Notice for the approval of the Shareholders.

By order of the Board,

Sd-

Place: Mumbai
Date: 16th September 2026

Ankita Shrivastav
CS & Compliance Officer
Membership No.: 44896

PROXY FORM

FORM No. MGT 11

(Pursuant to Section 105(6) Companies Act 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014)

Name of the member(s):		
Registered Address:		
E-mail ID:	Folio No./Client ID:	DP ID:

I/We, being the member(s) holding ___shares of SBI Ventures Limited, hereby appoint:

1. Name	2. Name	3. Name
Address	Address	Address
Email ID	Email ID	Email ID
Signature , or failing him/her	Signature , or failing him/her	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the company, to be held at a shorter notice on Monday, 21st September 2026 at 11:30 a.m. at 10th Floor, Meeting room, Pandya Corporate Centre, State Bank Bhavan, Madame Cama Road, Nariman Road, Mumbai, Maharashtra 400021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	**Particulars**	**For**	**Against**
Ordinary Business			
1.	To adopt the audited Financial Statement as on 31st March 2026, together with the Reports of the Board of Directors and Auditors thereon and comments of Comptroller & Auditor General of India (CAG) under section 143(6) of the Companies Act, 2013.		
2.	To consider and authorize the Board to fix the remuneration of Statutory Auditor of the Company as appointed by the Comptroller & Auditor General of India (CAG) for the financial year 2026-27.		

3.	To consider and approve the re-appointment of Shri. Prem Prabhakar (DIN: 10642426) as Managing Director & CEO and Whole-Time Key Managerial Personnel of the Company and approve the terms & conditions of such appointment including remuneration.		

Signed this _____day of _________2026

Affix Re. 1 Revenue Stamp

Signature of the shareholder: Signature of Proxy holder(s):

Note: 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 the commencement of the Meeting.

ATTENDANCE SLIP

Folio No. /DP ID / Client ID:	
Number of shares held:	
Name of the attending Member/Proxy*:	

I certify that I am a member / proxy* for the member of the Company.

I hereby record my presence at the 21st Annual General Meeting of the members of the Company held on Monday, 21st September 2026 at 11:30 p.m. at 10th Floor, Corporate Centre, State Bank Bhavan, Madame Cama Road, Nariman Road, Mumbai, Maharashtra 400021.

Name of the Member / Proxy*

Signature of the Member / Proxy* (In BLOCK letters)

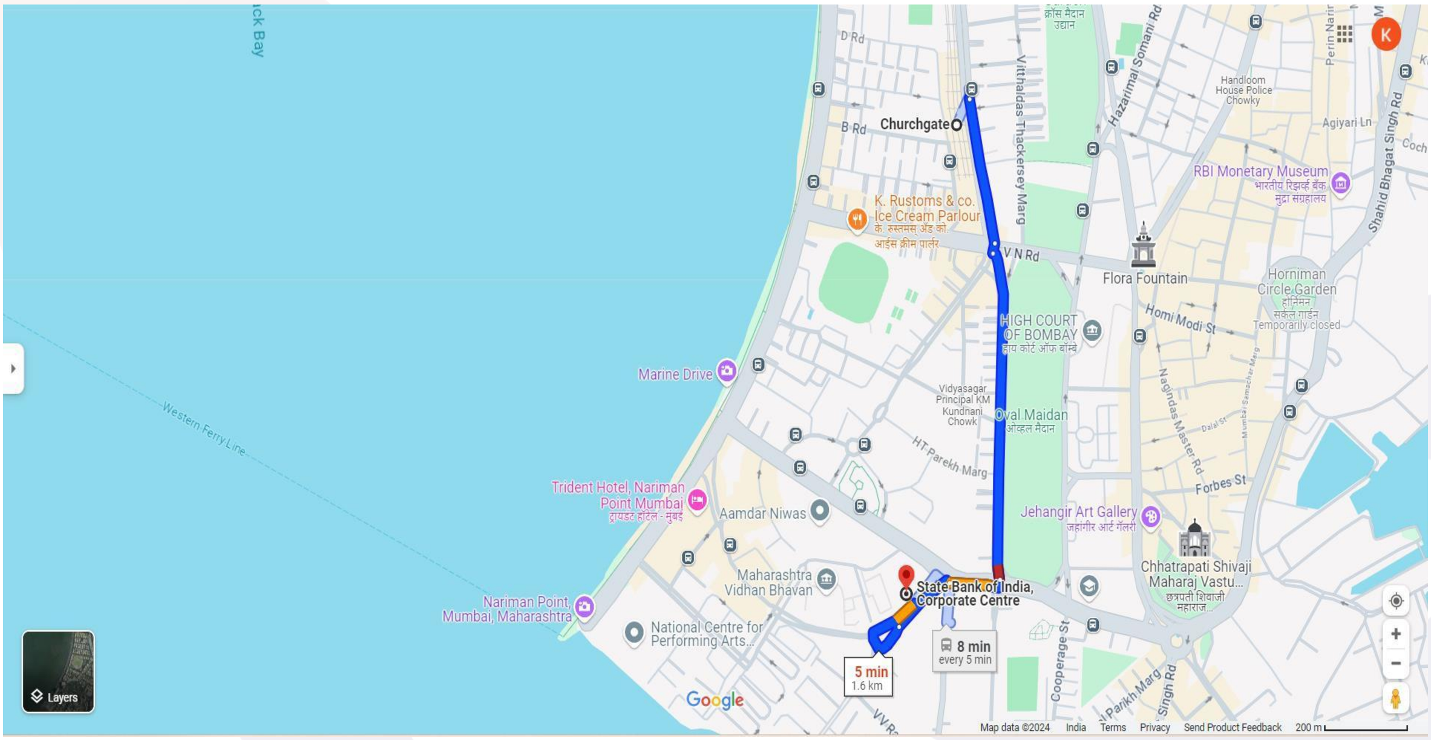
*Strike out whichever is not applicable.

Note:

1. Please complete the Folio/DPID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of Notice of the 21st Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Notice of 21st Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

ROUTE MAP

Venue: Pandya, 10th Floor, Corporate Centre, State Bank Bhavan, Madame Cama Road, Nariman Point, Mumbai, Maharashtra 400021



SBI Ventures Limited

(Formerly known as SBICAP Ventures Limited)

A wholly owned subsidiary of State Bank of India

CIN No.: U67190MH2005PLC157240

Registered & Corporate Office: Marathon Futurex, A Wing, 12th Floor, N.M. Joshi Marg, Lower Parel (East), Mumbai – 400 013

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