



SECURITY AND INTELLIGENCE SERVICES (INDIA) LIMITED

CIN: L75230BR1985PLC002083

Regd. Office: Annapoorna Bhawan, Telephone Exchange Road, Kurji, Patna-800 010

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THIS NOTICE FORMS AN INTEGRAL PART OF THE ANNUAL REPORT 2017-18

NOTICE is hereby given that the 34th Annual General Meeting (AGM) of Security and Intelligence Services (India) Limited will be held on Thursday, June 28, 2018 at 12:30 p.m. at Hotel Maurya, Fraser Road, South Gandhi Maidan, Patna - 800 001, Bihar to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and the Auditors thereon; and
 - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Auditors thereon.
2. To declare a final dividend of INR 1.50 per equity share for the financial year 2017-18.
3. To appoint a Director in place of Mr. Jayanta Kumar Basu (DIN: 01268046), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Rituraj Kishore Sinha (DIN: 00477256), who retires by rotation and, being eligible, offers himself for re-appointment.

5. Ratification of Appointment of Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. Saxena and Saxena, Chartered Accountants (Firm registration No. 006103N) as Statutory Auditors of the Company to hold office as such from the conclusion of this Annual General Meeting till the conclusion of the 38th Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors.”

SPECIAL BUSINESS:

6. Appointment of Mr. Rajan Krishnanath Medhekar (DIN: 07940253) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable

provisions, if any of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Rajan Krishnanath Medhekar (DIN: 07940253), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective September 25, 2017 and who holds office till the date of the Annual General Meeting 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 in terms of Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Rajan Krishnanath Medhekar as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 3 (three) consecutive years with effect from September 25, 2017.

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby severally authorised to do all such acts, deeds matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. Appointment of Mrs. Renu Mattoo (DIN: 08050374) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Renu Mattoo (DIN: 08050374), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective January 29, 2018 and who holds office till the date of the Annual General Meeting 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 in terms of Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Renu Mattoo as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 3 (three) consecutive years with effect from January 29, 2018.

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby severally authorised

to do all such acts, deeds matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

8. Revision in the remuneration of Mr. Ravindra Kishore Sinha (DIN:00945635), Chairman of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other approvals as may be required, approval of the members be and is hereby accorded to increase the remuneration of Mr. Ravindra Kishore Sinha, Chairman to INR 23,529,390 per annum, as detailed hereunder, effective April 1, 2018.

Sl. No	Particulars	Amount per annum in INR
1	Basic pay	11,864,000
2	House rent allowance	5,932,000
3	Other allowance	3,525,259
4	Perquisite (car with driver)	39,600
5	Contribution to provident fund	1,585,030
6	Leave encashment	577,500
7	Medical insurance	6,000
Total		23,529,390

RESOLVED FURTHER THAT, notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Chairman, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, including perquisites and allowances, as specified under Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby severally authorised to do all such acts, deeds matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

9. Revision in the remuneration of Mr. Rituraj Kishore Sinha (DIN: 00477256), Managing Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject such other approvals as may be required, approval of the Members be and is hereby accorded to increase the remuneration of Mr. Rituraj Kishore Sinha, Managing Director to INR 9,451,762 per annum, as detailed hereunder, effective June 1, 2018:

Sl. No	Particulars	Amount per annum in INR
1	Basic pay	4,200,000
2	House rent allowance	2,100,000
3	Other allowance	2,880,191
4	Perquisite (car with driver)	39,600
5	Contribution to provident fund	24,048
6	Leave encashment	201,923
7	Medical insurance	6,000
Total		9,451,762

RESOLVED FURTHER THAT, notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary including, perquisites and allowances, as specified under Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby severally authorised to do all such acts, deeds matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

10. Revision in the remuneration of Mr. Arvind Kumar Prasad (DIN:02865273), Director Finance of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other approvals as may be required, approval of the Members be and is hereby accorded to increase the remuneration of Mr. Arvind Kumar Prasad, Director - Finance to INR 5,238,000 per annum, as detailed hereunder, effective June 1, 2018:

Sl. No	Particulars	Amount per annum in INR
1	Basic pay	2,280,000
2	House rent allowance	912,000
3	Conveyance allowance	158,400
4	Other allowance	1,638,269
5	Contribution towards provident fund	24,048
6	Gratuity as per rules	109,668
7	Leave encashment	109,615
8	Medical insurance	6,000
Total		5,238,000

RESOLVED FURTHER THAT, notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Director - Finance, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, including perquisites and allowances, as specified under Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby severally authorised to do all such acts, deeds matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By Order of the Board
For **Security and Intelligence Services (India) Limited**

Pushpalatha Katkuri
Company Secretary

Place : New Delhi
Date : May 9, 2018

NOTES:

1. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses of the Notice as set above, are annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE MEETING IS ATTACHED TO THIS NOTICE.
4. A PERSON CAN ACT AS PROXY ON BEHALF OF NOT EXCEEDING 50 (FIFTY) MEMBERS AND HOLDING IN 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 MEMBER.
5. Corporate Members intending to send their authorised representatives to attend the meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
6. Members, Proxies and Authorised representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith duly completed and signed for attending the meeting.
7. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting, if not already voted through remote e-voting.
8. The Register of Members and Share Transfer Books will remain closed from Friday, June 22, 2018 to Thursday, June 28, 2018 (both days inclusive) for the purpose of AGM and payment of final dividend, if any approved by the members.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

11. The certificate from the Auditors certifying that Company's Employee Stock Option Plans are being implemented in accordance with the SEBI (Share Based Employee Benefits), Regulations 2014 and in accordance with the resolutions passed by the members of the Company will be available for inspection at the AGM.
12. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear in Register of Members as beneficial owners as on Thursday, June 21, 2018.
13. Members are requested to intimate to the Company, queries, if any, regarding the Accounts at least 7 days before the AGM to enable the management to keep the information ready at the meeting. The queries may be addressed to the Company Secretary – Ms. Pushpalatha Katkuri, Company Secretary and Compliance Officer, 106, 1st Floor, Ramanashree Arcade, 18, M.G. Road, Bangalore, Karnataka – 560 001, India, Ph: 080-2559 0801, E-mail: shareholders@sisindia.com.
14. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standards on General Meetings, in respect of the Directors seeking appointment/re-appointment at the AGM, is provided as Annexure to the Notice.
15. In terms of Section 101 and 136 of the Companies Act, 2013 read with the rules made thereunder, companies can serve Annual Reports and other communication through electronic mode to those members who have registered their e-mail address either with their DP or the Company. The Notice of AGM, along with the Annual Report for the year ended March 31, 2018, is being sent by electronic mode to those members whose e-mail addresses are registered with the DPs/ Company, unless a member has requested for a physical copy of the same. Physical copies of the Annual Report are being sent by the permitted mode to those members who have not registered their e-mail addresses. The Annual Report for the year ended March 31, 2018, circulated to the members is also available on the Company's website, www.sisindia.com.

Members holding shares in physical mode are requested to register their e-mail address with the Company's Registrar and Share Transfer Agents, and members holding shares in demat mode are requested to register their e-mail address with their respective DPs, in case the same is still not registered.

If there is any change in the e-mail address already registered with the Company, members are requested to immediately notify such change to the Company's Registrar and Share Transfer Agents in respect of shares held in physical form, and to their DPs in respect of shares held in electronic form.

16. Members who wish to claim dividends, which remained unclaimed, are requested to correspond with Link Intime Private Limited, Registrar and Share Transfer Agents for revalidation of warrants or instructions and encash them before the due dates. Members are requested to note that dividends remaining unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund.

17. In terms of the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the equity shares held by them. Members desirous of making nominations may procure the prescribed Form SH-13 from the Registrar and Share Transfer Agents, Link Intime India Private Limited and submit the duly filled and signed form to the Registrar and Share Transfer Agents, in respect of shares held in physical form. Members holding shares in dematerialised mode, should file their nomination with their Depository Participant (DP).
18. Members who hold shares in dematerialized form and wish to change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants.

Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to Registrar and Share Transfer Agent of the Company.

19. Voting:

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Thursday, June 21, 2018 only shall be entitled to vote by availing the facility of remote e-voting or by voting at the AGM through polling paper. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

General Information:

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide e-voting facility to its members in respect of the businesses to be transacted at the 34th AGM of the Company. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as authorised agency to provide the facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ('remote e-voting'). It is clarified that it is not mandatory for a member to vote using remote e-voting facility.
- b. The facility for voting through polling paper shall be made available at the AGM for those members who have not cast their vote electronically using the remote e-voting facility.
- c. The members who have cast their votes by remote e-voting prior to the AGM may also attend and participate in the AGM but they shall not be entitled to cast their vote again.
- d. Members can opt for only one mode of voting i.e. either by remote e-voting or by polling paper at the AGM. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and the votes cast through polling paper at the AGM shall be treated as invalid.
- e. Resolutions passed by members through e-voting or through polling paper at the AGM, are deemed to have been passed as if they have been passed at the AGM.

- f. The remote e-voting period will commence on Monday, June 25, 2018 (09:00 a.m.) and will end on Wednesday Jun 27, 2018 (05:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, June 21, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- g. The voting rights of members shall be in proportion of the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, June 21, 2018.
- h. Mr. Suryakant Kumar, Practicing Company Secretary (Membership No. 27610 and Certificate of Practice No. 10207) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM, in a fair and transparent manner.
- i. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutiniser's decision on the validity of the vote shall be final and binding.
- j. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.sisindia.com and on the website of CDSL e-Voting immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be communicated to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

Procedure for e-Voting:

- (i) The voting period will begin on Monday, June 25, 2018 (09:00 a.m.) and will end on Wednesday, June 27, 2018 (05:00 p.m.). During this period members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The cut-off date for e-voting facility is Thursday, June 21, 2018 and members whose names appear in the register of members shall be entitled to avail the service. Any person who becomes a member of the company after the date of the Notice of the AGM and holding shares as on the cut-off date is requested to contact company's RTA to get the details relating to his/her login details. Members may call the RTA through telephone number +91 22 4918 6270 or send an email request to rnt.helpdesk@linkintime.co.in.
- (iii) The members should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders / Members" tab.

- (v) Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in DEMAT form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on address sticker.
Dividend Bank of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the company selection screen. However, members holding shares in DEMAT form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the DEMAT holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be

displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If DEMAT account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Institutional Members (Non Individual and Custodians)
 - Institutional members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- (xxii) In case of joint members attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote (if cast at the AGM).
- 20. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, upto and including the date of the AGM.
- 21. The route map to reach the venue of the AGM is annexed.

ANNEXURE TO THE NOTICE

Explanatory statement pursuant to SECTION 102 (1) of the Companies Act, 2013

The following statement sets out all material facts relating to certain Ordinary Business and all the Special Businesses mentioned in the accompanying Notice:

Item No. 3.

Though not statutorily required, the following is being provided as additional information to the members.

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Jayanta Kumar Basu (DIN: 01268046), Nominee Director of the Company, is due to retire by rotation. Mr. Basu, being eligible, has offered himself for re-appointment.

The Board recommends the resolution mentioned at Item No. 3 for approval of the members.

Except Mr. Basu, none of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested financially or otherwise, in the resolution mentioned at Item No. 3.

Item No. 4.

Though not statutorily required, the following is being provided as additional information to the members.

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Rituraj Kishore Sinha (DIN: 00477256), Managing Director of the Company, is due to retire by rotation. Mr. Sinha, being eligible, has offered himself for re-appointment.

The Board recommends the resolution mentioned at Item No. 4 for approval of the members.

Except Mr. Rituraj Kishore Sinha, Mr. Ravindra Kishore Sinha, Mrs. Rita Kishore Sinha, none of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested financially or otherwise, in the resolution mentioned at Item No. 4.

Item No. 5.

The members of the Company, at the 33rd annual general meeting held on September 25, 2017, have approved the appointment of M/s. Saxena and Saxena, Chartered Accountants (Firm Registration No. 006103N) as Statutory Auditors of the Company for a period of 5 years from the conclusion of Thirty Third Annual General Meeting until the conclusion of the Thirty Eighth Annual General Meeting of the Company (subject to ratification of the appointment at every Annual General Meeting).

The ratification of appointment of auditors at every subsequent annual general meeting as such was required in terms of earlier provisions of Section 139 (1) of the Companies Act, 2013. Pursuant to amendments made to Section 139 of the Act, by the Companies (Amendment) Act, 2017 and which was brought into effect from May 7, 2018, this requirement of ratification has been done away with. In view of this statutory modification, this resolution for ratification of appointment Auditors for their remaining period until the conclusion of Thirty Eighth Annual General Meeting is placed for approval of the members.

Item No. 6

The Board of Directors, vide its resolution dated September 25, 2017 appointed Mr. Rajan Krishnanath Medhekar as Additional Director of the Company in the capacity of Independent Director with effect from September 25, 2017 pursuant to Section 161 of the

Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Medhekar for appointment as Independent Director as per the provisions of Sections 149 and 152 of the Companies Act, 2013.

Mr. Medhekar has given a declaration to the Board of Directors that he meets the criteria of independence as required under Section 149 of the Companies Act, 2013. In the opinion of the Board of Directors, Mr. Medhekar fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as Independent Director of the Company and he is independent of the management. Mr. Medhekar is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Accordingly, the Board recommends the resolution mentioned at Item No. 6 of the accompanying notice for approval of the members.

Except Mr. Medhekar, none of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested financially or otherwise, in the resolution mentioned at Item No. 6.

Item No. 7

The Board of Directors vide its resolution dated January 29, 2018 appointed Mrs. Renu Mattoo as Additional Director of the Company in the capacity of Independent Director with effect from January 29, 2018 pursuant to Section 161 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mrs. Mattoo for appointment as Independent Director as per the provisions of Sections 149 and 152 of the Companies Act, 2013.

Mrs. Mattoo has given a declaration to the Board of Directors that she meets the criteria of independence as required under Section 149 of the Companies Act, 2013. In the opinion of the Board of Directors, Mrs. Mattoo fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for her appointment as Independent Director of the Company and she is independent of the management. Mrs. Mattoo is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Accordingly, the Board recommends the resolution mentioned at Item No. 7 of the accompanying notice for approval of the members.

Except Mrs. Mattoo, none of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested financially or otherwise, in the resolution mentioned at Item No. 7.

Item No. 8

Mr. Ravindra Kishore Sinha was appointed as the Chairman of the Company with effect from May 15, 2014 to hold office for a term of five years upto May 14, 2019.

The shareholders, in the Extra-Ordinary General Meeting held on May 31, 2017, had approved payment of remuneration of INR 21,786,472 to Mr. Ravindra Kishore Sinha, for the period April 2017 to March 2018.

Taking into consideration the duties and responsibilities of Chairman and the prevailing levels of managerial remuneration in industry, the Nomination and Remuneration Committee in its meeting held on May 9, 2018 has recommended an increase in the remuneration of Mr. Sinha from INR 21,786,472 per annum to INR 23,529,390 per annum.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on May 9, 2018 approved to increase the remuneration of Mr. Sinha to INR 23,529,390 per annum effective April 1, 2018.

Approval of the members is required by way of a Special Resolution for revision in such remuneration.

The details of the revised remuneration payable to Mr. Sinha are provided in the resolution referred in Item No. 8.

The Board recommends the resolution mentioned at Item No. 8 of the accompanying notice for approval of the members.

Except Mr. Ravindra Kishore Sinha, Mrs. Rita Kishore Sinha and Mr. Rituraj Kishore Sinha, none of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested financially or otherwise, in the resolution mentioned at Item No. 8.

Item No. 9

Mr. Rituraj Kishore Sinha was appointed as the Managing Director of the Company with effect from April 24, 2017 to hold office for a term of five years upto April 23, 2022.

The shareholders, in the Extra-Ordinary General Meeting held on May 31, 2017, had approved payment of remuneration of INR 8,751,627 to Mr. Rituraj Kishore Sinha, Managing Director of the Company for the period June, 2017 to May, 2018.

The Company, during the year ended March 31, 2018, has achieved a significant milestone with its turnover crossing INR 2,000 crores and consolidated revenues of INR 5,833 crores. Moreover, the Company also continues to explore further opportunities for growth in India and abroad.

Since there has been a considerable increase in the duties and responsibilities of the Managing Director and, considering the prevailing levels of managerial remuneration in industry, the Nomination and Remuneration Committee in its meeting held on May 9, 2018 has recommended an increase in the remuneration of Mr. Sinha from INR 8,751,627 per annum to INR 9,451,762 per annum.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting

held on May 9, 2018 approved to increase the remuneration of Mr. Sinha to INR 9,451,762 per annum effective June 1, 2018.

Approval of the members is required by way of a Special Resolution for revision in such remuneration.

The details of the revised remuneration payable to Mr. Sinha are provided in the resolution referred in Item No. 9.

The Board recommends the resolution mentioned at Item No. 9 of the accompanying notice for approval of the members.

Except Mr. Ravindra Kishore Sinha, Mrs. Rita Kishore Sinha and Mr. Rituraj Kishore Sinha, none of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested financially or otherwise, in the resolution mentioned at Item No. 9.

Item No. 10

Mr. Arvind Kumar Prasad was appointed as Director – Finance of the Company with effect from April 24, 2017 to hold office for a term of five years upto April 23, 2022.

The shareholders, in the Annual General Meeting held on September 25, 2017, had approved payment of remuneration of INR 4,850,000 to Mr. Arvind Kumar Prasad, Director - Finance of the Company for the period June, 2017 to May, 2018.

Taking into consideration his duties and responsibilities and the prevailing levels of managerial remuneration in industry, the Nomination and Remuneration Committee in its meeting held on May 9, 2018 has recommended an increase in the remuneration of Mr. Prasad from INR 4,850,000 per annum to INR 5,238,000 per annum.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on May 9, 2018 approved to increase the remuneration of Mr. Prasad to INR 5,238,000 per annum effective June 1, 2018.

Approval of the members is required by way of a Special Resolution for revision in such remuneration.

The details of the revised remuneration payable to Mr. Prasad are provided in the resolution referred in Item No. 10.

The Board recommends the resolution mentioned at Item No. 10 of the accompanying notice for approval of the members.

Except Mr. Prasad, none of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested financially or otherwise, in the resolution mentioned at Item No. 10.

Additional information on directors recommended for appointment / re-appointment in the forthcoming Annual General Meeting in pursuance of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Company Secretaries of India.

Name of the Director	Mr. Jayanta Kumar Basu	Mr. Rituraj Kishore Sinha	Mr. Rajan Krishnanath Medhekar	Mrs. Renu Mattoo	Mr. Ravindra Kishore Sinha	Mr. Arvind Kumar Prasad
Date of Birth and Age	November 9, 1965 52 Years	November 29, 1980 37 Years	April 12, 1952 66 Years	September 8, 1945 72 Years	September 22, 1951 66 Years	September 9, 1956 61 Years
Date of First Appointment on the Board	April 3, 2013	April 24, 2017	September 25, 2017	January 29, 2018	January 2, 1985	April 24, 2017
Brief Resume Qualification, Experience and Nature of Expertise in specific functional areas	Mr. Basu holds a graduate diploma in management from the Indian Institute of Management, Ahmedabad and a bachelor's degree in arts (economics) from the University of Delhi. He has over 28 years of experience in the fields of investing, investment banking and corporate banking.	Mr. Sinha holds a bachelor's degree in arts from the University of Leeds. He joined the Company on July 8, 2002 as the Vice President (International Business Development) and was thereafter designated as the Chief Operating Officer. Subsequently, with effect from April 24, 2017, he was appointed as the Managing Director of the Company. He has over 15 years of experience in the business of security services.	Mr. Medhekar is a graduate from the Birla Institute of Technology and Science (BITS), Pilani and a post graduate in Solid State Physics from Bombay University. Mr. Medhekar was an officer of the Indian Police Service (IPS, 1975 Batch) for nearly 37 years. Mr. Medhekar has wide experience and deep insight into the functioning of enforcement, national security, intelligence and crime investigation systems.	Mrs. Mattoo holds a degree in English (Hons.) from Delhi University and a Post Graduate degree from XLRI, Jamshedpur. Mrs. Mattoo was a professor for post-graduate management at XLRI. Mrs. Mattoo started her own consultancy services in 1992 and has over 41 years of experience. Mrs. Mattoo conducts workshops on cross-cultural understanding, global business etiquette, and presentation and communication skills. She also undertakes highly confidential, one-on-one coaching assignments to help participants enhance their public speaking, presentation, and social skills for large and medium corporate houses.	Mr. Sinha holds a bachelor's degree in arts from Magadh University. He has over 31 years of experience in the business of security services. At present, he is a Member of Parliament (Rajya Sabha) from Bihar. He has also served as an advisor to the Ministry of Human Resource Development, Government of India.	Mr. Prasad holds a bachelor's degree in commerce from the University of Calcutta and an intermediate degree from the Institute of Chartered Accountants of India (ICAI). He has over 31 years of experience in the finance function.
No. of Board Meetings attended during the year as a Director	9	12	4	2	15	8
Relationship with Directors and Key Managerial Personnel	None	Son of Mr. Ravindra Kishore Sinha and Mrs. Rita Kishore Sinha.	None	None	Spouse of Mrs. Rita Kishore Sinha Father of Mr. Rituraj Kishore Sinha	None

Name of the Director	Mr. Jayanta Kumar Basu	Mr. Rituraj Kishore Sinha	Mr. Rajan Krishnanath Medhekar	Mrs. Renu Mattoo	Mr. Ravindra Kishore Sinha	Mr. Arvind Kumar Prasad
Directorships held in other Companies as on March 31, 2018	<ul style="list-style-type: none"> • Ujjivan Financial Services Ltd. • Matrix Cellular (International) Services Ltd. 	<ul style="list-style-type: none"> • Adi Chitragupta Finance Ltd. • Dusters Total Solutions Services Private Ltd. • SIS Group Enterprises Ltd. • Tech SIS Ltd. • Terminix SIS India Private Ltd. • SISCO Security Services Private Ltd. • Service Master Clean Ltd. 	Nil	Dusters Total Solutions Services Pvt. Ltd.	<ul style="list-style-type: none"> • Ritu Raj Resorts Ltd. • Security Skills Council (India) Ltd. • Service Master Clean Ltd. • Tech SIS Ltd. • Saksham Bharat Skills Ltd. • Terminix SIS India Private Ltd. • SIS Group Enterprises Ltd. • Adi Chitragupta Finance Ltd. • SISCO Security Services Private Ltd. 	<ul style="list-style-type: none"> • Security Skills Council (India) Ltd. • Service Master Clean Ltd. • Adi Chitragupta Finance Ltd.
Memberships / Chairmanships of Committees of other Boards as on March 31, 2018						
Audit Committee	Ujjivan Financial Services Ltd.	Nil	Nil	Nil	Nil	Nil
Nomination and Remuneration Committee	Nil	Service Master Clean Limited	Nil	Nil	Nil	Nil
Remuneration last drawn	Nil	INR 77,74,012 for FY 17-18	Nil	Nil	INR 1,97,66,712 for FY 2017-18	INR 44,77,400 for FY 2017-18
Remuneration sought to be paid	Nil	Remuneration payable to Mr. Sinha is provided in the resolution referred in Item No.9.	Nil	Nil	Remuneration payable to Mr. Sinha is provided in the resolution referred in Item No.8.	Remuneration payable to Mr. Prasad is provided in the resolution referred in Item No.10.
Number of Shares held in the Company as on March 31, 2018	Nil	83,47,690 Equity Shares	Nil	Nil	2,96,33,656 Equity Shares	1,65,000 Equity Shares

Note: The Directorships, Committee Memberships and Chairmanships do not include positions in foreign companies, private companies (which are not subsidiaries of public companies), Section 8 Companies & Limited Liability Partnership.

ROUTE MAP TO THE AGM VENUE

Venue of the Annual General Meeting of the Company to be held on
Thursday, June 28, 2018 at 12:30 p.m.

VENUE

Hotel Maurya, Fraser Road, South Gandhi Maidan,
Patna-800001, Bihar.





SECURITY AND INTELLIGENCE SERVICES (INDIA) LIMITED

CIN: L75230BR1985PLC002083

Registered Office: Annapoorna Bhawan, Telephone Exchange Road
Kurji, Patna-800010, Bihar, Tel: +91-612 226 6666 Fax No.: +91-612 226 3948
E-mail: shareholders@sisindia.com Website: www.sisindia.com

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 of the Member (s):
Registered address:
E-mail Id:
Folio No. / Client Id:
DP ID:

I/We, being the member (s) of shares of Security and Intelligence Services (India) Limited, hereby appoint

1. Name: Address:
E-mail ID: Signature: or failing him/her
2. Name: Address:
E-mail ID: Signature: or failing him/her
3. Name: Address:
E-mail ID: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the company, to be held on Thursday, June 28, 2018 at 12:30 p.m. at Hotel Maurya, Fraser Road, South Gandhi Maidan, Patna- 800 001, Bihar and at any adjournment thereof in respect of such resolutions as are indicated below:

I/ We wish my above proxy (ies) to vote in the manner as indicated in the box below:

S. No.	Resolution	Vote (Optional, see Note 2)	
		For	Against
Ordinary business			
1	To receive, consider and adopt:		
a.	the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and the Auditors thereon; and		
b.	the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Auditors thereon.		
2	To declare a final dividend of ₹ 1.50 per equity share for the financial year 2017-18		
3	To appoint a Director in place of Mr. Jayanta Kumar Basu (DIN: 01268046), who retires by rotation and, being eligible, offers himself for re-appointment		
4	To appoint a Director in place of Mr. Rituraj Kishore Sinha (DIN: 00477256), who retires by rotation and, being eligible, offers himself for re-appointment		
5	Ratification of Appointment of Auditors		
Special Business:			
6	Appointment of Mr. Rajan Krishnanath Medhekar (DIN: 07940253) as an Independent Director of the Company		
7	Appointment of Mrs. Renu Mattoo (DIN: 08050374) as an Independent Director of the Company		
8	Revision in the remuneration of Mr. Ravindra Kishore Sinha (DIN:00945635), Chairman of the Company		
9	Revision in the remuneration of Mr. Rituraj Kishore Sinha (DIN: 00477256), Managing Director of the Company		
10	Revision in the remuneration of Mr. Arvind Kumar Prasad (DIN:02865273), Director Finance of the Company		

Signed this day of 2018
.....

Affix revenue stamp of not less than Re. 1/-

Signature of Shareholder

Signature of Proxyholder(s)

Notes:

1. This form, in order to be effective, should be duly completed and deposited at the registered office of the Company, not later than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.



SECURITY AND INTELLIGENCE SERVICES (INDIA) LIMITED

CIN: L75230BR1985PLC002083

Registered Office: Annapoorna Bhawan, Telephone Exchange Road
Kurji, Patna-800010, Bihar, **Tel:** +91-612 226 6666 Fax **No.:** +91-612 226 3948

E-mail: shareholders@sisindia.com **Website:** www.sisindia.com

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

ATTENDANCE SLIP

Folio No DP ID Client ID

Number of shares held:

I/We hereby record my/our presence at the 34th Annual General Meeting of Security and Intelligence Services (India) Limited held on Thursday, June 28, 2018 at 12:30 p.m. at Hotel Maurya, Fraser Road, South Gandhi Maidan, Patna - 800 001, Bihar.

.....
Name of the member /proxy
(in BLOCK letters)

.....
Signature of the member / proxy

