



SIS LIMITED

(Formerly known as Security and Intelligence Services (India) Limited)

CIN - L75230BR1985PLC002083

Registered Office- Annapoorna Bhawan, Telephone Exchange Road, Kurji, Patna- 800 010

Ph. No. +91 612 226 6666 Fax. +91 612 226 3948

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

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013, as amended, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed for approval of the members of SIS Limited (“**Company**”) through postal ballot only by way of remote e-voting (“**e-voting**”). An Explanatory Statement pertaining to the said resolution setting out the material facts and reasons thereof forms part of this Postal Ballot Notice (“**Notice**”).

SPECIAL BUSINESS:

Item No. 1: Appointment of Ms. Rivoli Sinha (DIN: 05124090) as a Non-Executive 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 152 and other applicable provisions, if any of the Companies Act, 2013 (“**Act**”) read with the Rules made thereunder and Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Rivoli Sinha (DIN: 05124090), who was appointed as an Additional Director of the Company effective November 2, 2022 in accordance with the provisions of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this Resolution.”

Registered Office:
Annapoorna Bhawan
Telephone Exchange Road, Kurji
Patna – 800 010

By Order of the Board of Directors
For **SIS Limited**

Sd/-
Pushpalatha Katkuri
Company Secretary

Place : Bangalore
Date : December 30, 2022

NOTES:

1. The explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“Act”) stating all material facts and the reason for the proposals is annexed herewith.
2. The Board of Directors has appointed Mr. Sudhir V Hulyalkar (FCS 6040), Practicing Company Secretaries, Bangalore, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.
3. In line with the MCA Circulars, the Notice is being sent to the members whose names appear on the register of members/list of beneficial owners and whose e-mail addresses are registered with the Company/Depositories as on Friday, December 23, 2022 (“Cut-off Date”). Members who have not registered their e-mail address are requested to follow the process provided in the Notes below to receive this Notice and login ID and password for remote e-voting.
4. Members may please note that the Notice is placed on the Company’s website at www.sisinida.com, and on the website of Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com.
5. In compliance with the provisions of the MCA Circulars, members can vote only through the remote e-voting. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this postal ballot. The communication of the assent or dissent of the members would only take place through the remote e-voting system. Members whose names appear on the Register of Members/List of Beneficial Owners as on Cut-off date will be entitled to cast their votes by e-voting.
6. Resolutions passed by the members through the postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
7. In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by CDSL. The instructions for e-voting are provided as part of this Notice.
8. The voting rights for the Equity Shares of the Company are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the members as on the Cut-off Date. A person who is not a member on the relevant date should treat this notice for information purpose only.
9. In compliance with Sections 108 and 110 of the Companies Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by CDSL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
10. Members are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this Postal Ballot Notice. Members are requested to cast their vote through the e-voting process not later than 05:00 P.M. IST on Monday, January 30, 2023, to be eligible for being considered, failing which it will be strictly considered as no vote has been received from the member.
11. The Scrutinizer will submit his report to the Chairman or any other person authorised by the Chairman after the completion of scrutiny of the e-voting, and the result of the voting by postal ballot will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the Company's website under the section 'Investors' ([www.sisindia.com/ investor-information/](http://www.sisindia.com/investor-information/)) and communicated to the stock exchanges and Registrar and Share Transfer Agent on the said date.
12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on January 30, 2023, i.e., the last date specified for receipt of votes through the e-voting.
13. Additional information in respect of Ms. Rivoli Sinha, pursuant to the SEBI Listing Regulations, and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is provided as Annexure to this Notice.

I. GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

The e-voting facility will be available during the following period:

- a. Commencement of e-voting – 09:00 P.M. (IST) on Sunday, January 1, 2023
- b. End of e-voting – 05:00 P.M. (IST) on Monday, January 30, 2023

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.

A. LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

- (i) Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.
- (ii) Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual members holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository, i.e., CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

B. LOGIN METHOD FOR E-VOTING FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING IN DEMAT FORM.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” module.
- (iii) Now 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <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.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <SIS Limited> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.

- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the 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.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 linked in the login 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; shareholders@sisindia.com (designated email address by the Company), if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013.

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

Item No. 1 - Appointment of Ms. Rivoli Sinha (DIN: 05124090) as a Non-Executive Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on November 2, 2022, has appointed Ms. Rivoli Sinha (DIN: 05124090), as an Additional Director of the Company, with effect from November 2, 2022, liable to retire by rotation, subject to the approval of the members.

Pursuant to the provisions of Section 161(1) of the Act, Regulation 17(1C) of the SEBI Listing Regulations, Ms. Rivoli Sinha holds office only upto the date of the next annual general meeting or for a period of three months from the date of appointment, whichever is earlier.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing her candidature for the office of Director.

In compliance with the provisions of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Company has received from Ms. Rivoli Sinha (i) consent in writing to act as Director in Form DIR-2 and (ii) intimation in Form DIR-8 to the effect that she is not disqualified under Section 164(2) of the Act. Ms. Rivoli Sinha has also confirmed that she is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority.

In the opinion of the Board, Ms. Rivoli Sinha possesses the relevant experience /expertise for being appointed as a Director of the Company.

A brief profile of Ms. Rivoli Sinha is as under:

Ms. Rivoli Sinha is an entrepreneur and has more than 20 years of experience in the hospitality, Quick Service Restaurant and FMCG sectors. She founded NurtureU Enterprises, which is one of the earliest start-ups in the health food sector. She has been instrumental in bringing the leading Australian retail chain, Boost Juice Bars, to India under the brand Joost Juice Bars. JOOST India has exponentially expanded to new locations in hospitals, gyms, highways, and airports. She has been strategizing the growth by providing a channelled pathway to A2dya Organics that has led to the success of the business.

Ms. Rivoli Sinha graduated from the globally renowned Les Roches Hotel School in Switzerland. Currently, she is serving on the boards of Adi Chitragupta Finance Limited (a microfinance company), SIS Asset Management Limited, A2dya Organics, NurtureU Enterprises Private Limited, and the Indian Public School, Dehradun. She is also a partner at Indie Nova, a new-age hotel for urban nomad in Goa.

Further details and the current directorships of Ms. Rivoli Sinha are provided in the Annexure to this Notice.

In compliance with the provisions of Section 152 of the Act and Regulation 17 of the SEBI Listing Regulations, the appointment of Ms. Rivoli Sinha as a Non-Executive is now being placed before the members for their approval.

The Board of Directors considers it in the interest of the Company to appoint Ms. Rivoli Sinha as a Director and accordingly recommends the resolution at Item No. 1 of the accompanying Notice for approval by the members.

Except Ms. Rivoli Sinha whose appointment is proposed, Mr. Ravindra Kishore Sinha, Mrs. Rita Kishore Sinha, and Mr. Rituraj Kishore Sinha, none of the Directors, Key Managerial Personnel, or their relatives is in any way, concerned or interested, in the said resolution.

Registered Office:
Annapoorna Bhawan
Telephone Exchange Road, Kurji
Patna – 800 010

By Order of the Board of Directors
For SIS Limited

Sd/-
Pushpalatha Katkuri
Company Secretary

Place : Bangalore
Date : December 30, 2022

Additional information on directors recommended for appointment in pursuance of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

Name of the Director and DIN	Ms. Rivoli Sinha, (DIN: 05124090)
Date of Birth and Age	January 1, 1984 38 Years
Date of First Appointment on the Board	November 2, 2022
No. of Board Meetings attended during the year as a Director	1 (One)
Relationship with Directors and Key Managerial Personnel	1) Daughter of Mr. Ravindra Kishore Sinha and Mrs. Rita Kishore Sinha 2) Sister of Mr. Rituraj Kishore Sinha
Details of resignation from listed entities in past three years	Nil
Nature of expertise in specific functional areas	Management and Business Leadership
Details of remuneration sought to be paid	Sitting fees for attending the meetings of the Board and its Committees as approved by the Board from time to time.
Directorships held in other Companies as on December 30, 2022	<ul style="list-style-type: none"> ▪ Ritu Raj Resorts Limited ▪ Adi Chitragupta Finance Limited ▪ SIS Asset Management Limited ▪ Lotus Learning Private Limited ▪ Vardan Overseas Private Limited ▪ Sunrays Overseas Private Limited ▪ Security Skills Council (India) Limited ▪ SIS Group Enterprises Limited
Membership in other companies - Audit Committee	Nil
Membership in other companies - Nomination and Remuneration committee	Nil
Membership in other companies - Corporate Social Responsibility Committee	Nil
Membership in other Companies - Stakeholders Relationship Committee	Nil
Membership in other companies - Risk Management Committee	Nil
Remuneration last drawn (FY2021 - 22)	Not applicable
Number of Equity Shares held in the Company as on December 30, 2022	47,27,632

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.