



**Security and Intelligence
Services (India) Limited**

A Market Leader in Security

SECURITY AND INTELLIGENCE SERVICES (INDIA) LIMITED

CIN- U75230BR1985PLC002083

Regd. 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

THIS NOTICE FORMS AN INTEGRAL PART OF THE ANNUAL REPORT 2016-17

NOTICE is hereby given that the Thirty-Third Annual General Meeting of the Members of Security and Intelligence Services (India) Limited will be held on Monday, September 25, 2017 at 12:30 p.m. at Hotel Maurya, Fraser Road, South Gandhi Maidan, Patna - 800 001, Bihar to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss for the year ended on that date together with 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, 2017 including the Audited Consolidated Balance Sheet as at March 31, 2017 and the Consolidated Statement of Profit and Loss for the year ended on that date together with the Report of the Auditors thereon.
2. To appoint a director in place of Mrs. Rita Kishore Sinha (DIN: 00945652), Non-Executive Director, who retires by rotation and, being eligible, offers herself for re-appointment.
3. **Appointment of Statutory Auditors**
To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof

for time being in force), M/s. Saxena and Saxena, Chartered Accountants (Firm registration No. 006103N) be and are hereby appointed as Statutory Auditors of the Company in place of M/s. A Mitra and Associates, Chartered Accountants, being retiring auditors, to hold office from the conclusion of this 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) on such remuneration as may be determined by the Board of Directors from time to time.

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

SPECIAL BUSINESS:

4. **Appointment of Mr. Devdas Apte (DIN: 03350583) as Independent Director of the Company to hold office for a period of 5 years**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Devdas Apte (DIN: 03350583), who was appointed as an Additional Director of the Company on July 4, 2017 pursuant to Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom a notice has been received in writing from a Member under Section 160 of

the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from September 25, 2017.

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

5. Re-appointment of Mr. Ashok Kumar Mattoo (DIN: 00097757), Independent Director of the Company, to hold office for a period of 5 years

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 149, 150, 152 and all other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ashok Kumar Mattoo (DIN: 00097757), who has given a declaration that he meets the criteria of independence and qualifies for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5(five) consecutive years with effect from September 25, 2017.

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

6. Re-appointment of Mr. Amrendra Prasad Verma (DIN: 00236108), Independent Director of the Company, to hold office for a period of 5 years

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 149, 150, 152 and all other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in

force), Mr. Amrendra Prasad Verma (DIN: 00236108), who has given a declaration that he meets the criteria of independence and qualifies for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years with effect from September 25, 2017.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby 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. Re-appointment of Mr. Arun Kumar Batra (DIN: 00023269), Independent Director of the Company, to hold office for a period of 5 years

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 149, 150, 152 and all other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arun Kumar Batra (DIN: 00023269), who has given a declaration that he meets the criteria of independence and qualifies for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5(five) consecutive years with effect from September 25, 2017.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby 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. Modification of terms of appointment of Mr. Arvind Kumar Prasad, 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 ("the Act") and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and subject to all other sanctions, approvals and permissions as may be required, consent of the members be and is hereby accorded to modify the terms of appointment of Mr. Arvind Kumar Prasad, Director Finance, by increasing the remuneration to Rs. 4,850,000 for a period of one year from June 1, 2017 to May 31, 2018.

Sl. No	Particulars	Amount per annum in Rs.
1.	Basic Pay	2,220,420
2.	House Rent Allowance	1,110,210
3.	Conveyance allowance	158,400
4.	Other Allowance	1,114,884
5.	Contribution towards provident fund	24,048
6.	Gratuity as per Rules	106,812
7.	Leave Encashment	109,226
8.	Medical Insurance	6,000
	Total	4,850,000

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby 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. Alteration of Articles of Association

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 14 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members be and is hereby accorded to substitute Article 16.2 of the Articles of Association of the Company with the following:

"16.2 Subject to the provisions of Section 152 of the Act, a Managing Director or Whole-Time Director shall, while he continues to hold office, be subject to retirement by rotation (save as otherwise provided in any contract between him and the Company) and he shall be subject to the same provisions as the resignation and removal as the other directors, and he shall, ipso facto and immediately, cease to be a Managing Director or

Whole-Time Director if he ceases to hold the office of director from any cause, save that if he shall retire by rotation under the provisions of Section 152 of the Act or otherwise vacates office as a Director at an annual general meeting and be reappointed as a Director at the same meeting he shall not, by reason only of such retirement or vacation, cease to be Managing Director or Whole-Time Director."

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby 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. Ratification of Employee Stock Option Plan – 2016

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

"RESOLVED THAT in furtherance of, and supplementary to, the special resolution passed by the Shareholders in the Extra-Ordinary General Meeting of the Company held on July 27, 2016, pursuant to the provisions of Regulation 12 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) ("SEBI Regulations") and Section 62 of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary under the applicable regulations and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, 'Security and Intelligence Services (India) Limited Employee Stock Option Plan – 2016' (hereinafter referred to as 'ESOP Plan – 2016' or 'Plan') formulated and approved prior to the Initial Public Offering ("IPO") of the Company, be and is hereby ratified and the Board of Directors of the Company ("the Board", which term shall be deemed to include any Committee including Nomination and Remuneration Committee of the Board) be and is hereby authorised to create, offer, issue and allot at any time to or for the benefit of such person(s) as defined in the ESOP Plan – 2016 such number of options / equity shares and/or equity linked instruments (collectively referred to as the "Securities") of the Company which could give rise to the issue of equity shares not exceeding five percent of the issued and outstanding equity

shares of the Company as on the first day of the financial year in which options are granted, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of applicable laws and regulations in force.

RESOLVED FURTHER THAT the Securities may be allotted directly to such employees or in any manner in accordance with the Plan framed in that behalf or through a trust which may be set up in any permissible manner and that the Plan may also envisage for providing any financial assistance to the Trust to enable the employee/trust to acquire, purchase or subscribe to the Securities of the Company.

RESOLVED FURTHER THAT the new shares to be issued and allotted under the Plan pursuant to the exercise of the options shall rank pari-passu in all respects with the then existing equity shares of the Company provided however, that there shall be a minimum period of 1 (One) year between the date of grant of options and vesting of such options.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment or listing of the securities, the Board and/or the Nomination and Remuneration Committee be and is hereby authorized to evolve, decide upon and bring into effect the Plan and make any modifications, changes, variations, alterations or revisions in the Plan from time to time or to suspend, withdraw or revive the Plan from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard."

11. Approval of right to appoint a Nominee Director.

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 the second amendment agreement to the investment agreement dated April 3, 2013 between Security and Intelligence Services (India) Limited ("the Company"), specified shareholders of the Company, Theano Private Limited and AAJV Investment Trust dated September 26, 2016, consent of the Members be and is hereby accorded to confer the right to Theano Private Limited and AAJV Investment Trust to nominate collectively one director on the Board of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby 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

Registered Office:

Annapoorna Bhawan
Telephone Exchange Road, Kurji
Patna – 800 010
Place : Delhi
Date : August 8, 2017

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) IN NUMBER 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 MEMBER.

IN ORDER THAT THE APPOINTMENT OF A PROXY IS EFFECTIVE, THE INSTRUMENT APPOINTING A PROXY MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING I.E. BY 12:30 P.M. ON SATURDAY, SEPTEMBER 23, 2017.

2. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send a certified copy of their Board Resolution authorising the

representative to attend and vote on their behalf at the Meeting.

3. 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.
4. 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.
5. A Route Map showing the directions to reach the venue of the Annual General Meeting is given at the end of this Notice.
6. The Register of Members and Share Transfer Books will remain closed from Tuesday, September 19, 2017 to Monday, September 25, 2017 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
7. 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 Annual General Meeting.

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 Annual General Meeting.

8. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and forms part of this Notice.
9. The Members are requested to:
 - (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai - 400 083 in respect of their holdings in physical form.
 - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - (c) Please note that in accordance with 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 & Share Transfer

Agents, Link Intime India Private Limited and have it duly filled, signed and sent back to them, in respect of shares held in physical form. Members holding shares in dematerialised mode, should file their nomination with their Depository Participant (DP).

10. GREEN INITIATIVE:

Ministry of Corporate Affairs and SEBI has encouraged paperless communication as a contribution to greener environment.

Members holding shares in physical mode are requested to register their e-mail IDs with Company's Registrar and Share Transfer Agents, Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai 400 083, E-mail: rnt.helpdesk@linkintime.co.in and Members holding shares in demat mode are requested to register their e-mail IDs with their respective Depository Participants (DPs) in case the same is still not registered.

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

11. In terms of Section 101 and 136 of the Companies Act, 2013 read with the rules made thereunder, the copy of the Annual Report for 2016-2017 including Audited Financial Statements, Board's report etc. and this Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by electronic mode, to all those Members whose e-mail IDs are registered with their respective Depository Participants unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-2017 and this Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to them in the permitted mode.
12. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2016-2017 of the Company will also be available on the Company's website www.sisindia.com.
13. Details of the Directors seeking appointment/re-appointment at the Annual General Meeting, as required in terms of Regulation

36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), is provided as part of the Notice.

14. Members wishing to claim dividends, which remain unclaimed are requested to correspond with Link Intime Private Limited, Registrar and Share Transfer Agents. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund, as per Section 124 of the Companies Act, 2013.
15. Members are requested to intimate to the Company, queries, if any, regarding the accounts/notice at least 7 days before the Annual General Meeting 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.

16. 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 namely, September 18, 2017 only shall be entitled to vote at the Annual General Meeting by availing the facility of remote e-voting or by voting through Ballot form. If a person was a Member as on the date of dispatch of the notice but has ceased to be a Member as on the cut-off date i.e. September 18, 2017, he / she shall not be entitled to vote. Such person 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 facilities to its members in respect of the business to be transacted at the 33rd Annual General Meeting (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 ballot form shall be made available at the AGM for those Members who have not cast their votes earlier.
- 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 at the AGM.
- d. Members can opt for only one mode of voting i.e. either by remote e-voting or by Ballot Form 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 Ballot Form at the AGM shall be treated as invalid.
- e. Resolutions passed by Members through e-voting or through Ballot Form 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 Friday, September 22, 2017 (9:00 am) and will end on Sunday, September 24, 2017 (5:00 pm). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 18, 2017, 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. September 18, 2017.
- 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 AGM, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
- i. The Scrutinizer shall after the conclusion of voting by Ballot form at the general meeting, first count the votes cast at the meeting and 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 shall 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 or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- j. The Results declared along with the report of the Scrutinizer 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 the Stock Exchanges viz, National Stock Exchange of India Limited and BSE Limited.

Procedure for e-Voting:

- i) The voting period will begin on September 22, 2017 (from 9.00 A.M) and will end on September 24, 2017 (at 5.00 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 September 18, 2017 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 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	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"> • 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 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 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.

17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 am and 1:00 pm on all working days except Saturdays, upto and including the date of the Annual General Meeting of the Company.

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

Pushpalatha Katkuri
Company Secretary

Registered Office:
Annapoorna Bhawan
Telephone Exchange Road, Kurji
Patna – 800 010
Place : Delhi
Date : August 8, 2017

ANNEXURE TO THE NOTICE

Item No. 2.

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, Mrs. Rita Kishore Sinha (DIN 00945652), Non-Executive Director of the Company, is due to retire by rotation. Mrs. Sinha, being eligible, has offered herself for reappointment.

She has been associated with the Company as a Director since March 31, 1995. She holds a bachelor's degree in arts (Hindi) and a bachelor's degree in law from Ranchi University. She has around 30 years of experience in legal matters and is presently enrolled with the Supreme Court Bar Association.

The Board recommends the resolution mentioned at Item No. 2 of the accompanying Notice for approval of the Members as an Ordinary Resolution.

Mr. Ravindra Kishore Sinha, Mrs. Rita Kishore Sinha and Mr. Rituraj Kishore Sinha and their respective relatives are deemed to be concerned or interested in the resolution at Item No. 2 to the extent of their respective shareholding in the Company.

Save and except as above, none of the Directors, Key Managerial Persons or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution at Item No. 2 of this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Devdas Apte was appointed as an Additional Director of the Company with effect from July 4, 2017. In terms of Section 161 of the Companies Act, 2013, Mr. Apte holds office as Additional Director upto the date of this Annual General Meeting.

He has been associated with the Company as a Director since February 16, 1999. Having resigned from the Board on April 25, 2017, he was re-appointed as an Additional Director (Independent) with effect from July 4, 2017. He holds a bachelor's degree in arts from Nagpur University. He was also elected as a Member of Parliament (Rajya Sabha) from Jharkhand constituency.

He is the Chairman of Nomination and Remuneration Committee and Member of Audit Committee and Corporate Social Responsibility Committee of the Company.

The Company has received a declaration from Mr. Apte that he continues to meet the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors at their meeting held on August 8, 2017 have approved the appointment of Mr. Devdas Apte as an Independent Director of the Company for a period of 5 years subject to the approval of the Members. In the opinion of the Board, Mr. Apte fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, signifying the intention to propose the candidature of Mr.

Devdas Apte for the office of Director of the Company.

A copy of the draft letter for appointment of Mr. Devdas Apte as an Independent Director of the Company, setting out the terms and conditions would be available for inspection by the Members without any fee at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that Mr. Apte's continuance on the Board as an Independent Director, would be of immense benefit to the Company.

Accordingly, the Board recommends the resolution mentioned at Item No. 4 of the accompanying notice for approval of the members as an Ordinary Resolution.

Except Mr. Apte, 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 of this Notice..

Item No. 5

Mr. Ashok Kumar Mattoo, was appointed as an Independent Director of the Company at the AGM of the Company held on September 29, 2014 for a term of three years upto September 28, 2017.

Mr. Ashok Kumar Mattoo has been associated with the Company as a Director since January 15, 2005. He holds a bachelor's degree in engineering from the University of Gauhati. He has over 30 years of experience in the engineering industry and has, in the past, held various positions with Tata Iron and Steel Company Limited as General Manager, Corporate Communications and Bharat Heavy Electricals Limited as Executive Engineer.

He is the Chairman of Stakeholders Relationship Committee and Member of Audit Committee of the Company.

The Company has received a declaration from Mr. Mattoo that he continues to meet the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors at their meeting held on August 8, 2017 have approved the re-appointment of Mr. Ashok Kumar Mattoo as an Independent Director of the Company for a period of 5 years subject to the approval of the Members. In the opinion of the Board, Mr. Mattoo fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, signifying the intention to propose the candidature of Mr. Ashok Kumar Mattoo for the office of Director of the Company.

A copy of the draft letter for appointment of Mr. Ashok Kumar Mattoo as an Independent Director of the Company, setting out the terms and conditions would be available for inspection by the Members without any fee at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that Mr. Mattoo's continuance on the Board as an Independent Director, would be of immense benefit to the Company.

Accordingly, the Board recommends the resolution mentioned at Item No. 5 of the accompanying notice for approval of the members as a Special Resolution.

Except Mr. 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. 5 of this Notice.

Item No. 6

Mr. Amrendra Prasad Verma was appointed as an Independent Director of the Company at the AGM of the Company held on September 29, 2014 for a term of three years upto September 28, 2017.

Mr. Amrendra Prasad Verma has been associated with our Company as a Director since January 11, 2013. He holds a master's degree in arts (political science) from Patna University. He has over 35 years of experience in banking and has in the past worked with SBI Capital Markets Limited as Managing Director and CEO and GE Mid Corporate Group as the Deputy Managing Director.

He is the Chairman of the Audit Committee and Member of

Stakeholders Relationship Committee of the Company.

The Company has received a declaration from Mr. Amrendra Prasad Verma that he continues to meet the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors at their meeting held on August 8, 2017 have approved the re-appointment of Mr. Amrendra Prasad Verma as an Independent Director of the Company for a period of 5 years subject to the approval of the Members. In the opinion of the Board, Mr. Verma fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, signifying the intention to propose the candidature of Mr. Amrendra Prasad Verma for the office of Director of the Company.

A copy of the draft letter for appointment of Mr. Amrendra Prasad Verma as an Independent Director of the Company, setting out the terms and conditions would be available for inspection by the Members without any fee at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that Mr. Verma's continuance on the Board as an Independent Director, would be of immense benefit to the Company.

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

Except Mr. Verma, 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 of this Notice.

Item No. 7

Mr. Arun Kumar Batra was appointed as an Independent Director of the Company at the AGM of the Company held on September 29, 2014 for a term of three years upto September 28, 2017.

Mr. Arun Kumar Batra has been associated with our Company as a Director since September 29, 2007. He holds a bachelor's degree in arts (economics) from St. Stephen's College, Delhi University and is a fellow of the Institute of Chartered Accountants of India. He has over 37 years of experience and has in the past worked with Nestle India Limited, Eternit Everest Limited and Group4 Securicor India.

He is the Member of the Nomination and Remuneration Committee of the Company.

The Company has received a declaration from Mr. Arun Kumar Batra that he continues to meet the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors at their meeting held on August 8, 2017 have approved the re-appointment of Mr. Arun Kumar Batra as an Independent Director of the Company for a period of 5 years subject to the approval of the Members. In the opinion of the Board, Mr. Batra fulfils the conditions specified in the Companies Act, 2013 and the ruels made thereunder and is independent of the management.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, signifying the intention to propose the candidature of Mr. Arun Kumar Batra for the office of Director of the Company.

A copy of the draft letter for appointment of Mr. Arun Kumar Batra as an Independent Director of the Company, setting out the terms and conditions would be available for inspection by the Members without any fee at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that Mr. Batra's continuance on the Board as an Independent Director, would be of immense benefit to the Company.

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

Except Mr. Batra, 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 of this Notice.

Item No. 8

The members of the Company had, in the Extra-Ordinary General Meeting held on May 31, 2017, appointed Mr. Arvind Kumar Prasad as Whole-Time Director of the Company designated as Director Finance for a period of 5 years with effect from April 24, 2017 at a remuneration of Rs. 4,598,646 for the period from June 1, 2017 to May 31, 2018.

The Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on June 4, 2017 have approved the modification of terms of appointment of Mr. Arvind Kumar Prasad by increasing his remuneration for a period of one year from June 1, 2017 to May 31, 2018 on the salary, allowances and perquisites as detailed in the resolution at Item No. 8, subject to the approval of the members.

Mr. Prasad has been associated with our Company since July 5, 1985 in various capacities including as Chief Financial Officer before being appointed to the Board on April 24, 2017. He 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 30 years of experience in finance and accounts.

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

Except Mr. Arvind Kumar Prasad, none of the Directors, Key Managerial Personnel (KMPs) or their respective relatives is in any way concerned or interested financially or otherwise, in the resolution mentioned at Item No. 8 of this Notice.

Item No. 9

Pursuant to the provisions of Section 149 of the Companies Act, 2013, the Independent Directors are not liable to retire by rotation. Further, Section 152(6) stipulates that two-third of the total number of directors of the public company should be liable to retire by rotation and out of such directors, one-third should retire by rotation at every Annual General Meeting of the Company.

To comply with the requirement of the Companies Act, 2013, the Company has to modify article 16.2 of its Articles of Association, which restricts the retirement of Managing Director (MD) and Whole-Time Director (WTD) by rotation. Accordingly, it is proposed to amend Article 16.2 to provide that MD and WTD will also be liable to retire by rotation (save as otherwise provided in any contract between MD/ WTD and the Company).

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

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 of this Notice.

Item No. 10

Pursuant to resolutions passed by the Board and Shareholders on June 30, 2016 and July 27, 2016 respectively, the Company has instituted an employee stock option scheme, namely, Employee Stock Option Plan – 2016 ("ESOP 2016" or the "Plan"). ESOP 2016 envisages the grant of such number of options (together with exercised options) enabling the eligible employee stock option holders the right to apply for Equity Shares not exceeding 5% of the issued and paid up equity

share capital of the Company as on the first day of the financial year in which options are granted.

Each option under ESOP 2016, upon exercise, grants its holder the right to be allotted one Equity Share, upon payment of the exercise price. As on date, under ESOP 2016 the Company had granted 1,216,000 options (after taking into effect the bonus shares approved for issue by our Board and shareholders on June 30, 2016 and July 27, 2016, respectively). The details of options granted, vested and lapsed are as under:

Options granted under ESOP 2016	Options lapsed	Options vested	Options exercised
1,216,000	35,100	118,090	Nil

In terms of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI Regulations"), no company shall make any fresh grant which involves allotment or transfer of shares to its employees under any schemes formulated prior to its Initial Public Offering ("IPO") and prior to the listing of its equity shares ("Pre-IPO Scheme") unless: (i) such Pre-IPO Scheme is in conformity with the SEBI Regulations; and (ii) such Pre-IPO Scheme is ratified by its Shareholders subsequent to the IPO. Further, as per proviso to Regulation 12(1) of the SEBI ESOP Regulations, the ratification under clause (ii) may be done any time prior to grant of new options under such Pre-IPO Scheme.

ESOP 2016 is in compliance with the SEBI Regulations. The broad features of ESOP 2016 are as under:

Brief description of the scheme	The Plan will be called as Employee Stock Option Plan 2016. The Plan is intended to reward the Employees for their contribution to the successful operation of the Company and to provide an incentive to continue contributing to organizational success. It is envisaged that the Plan will enable the Company to attract and retain the best available talent by making them partners in business and its growth.
The total number of options to be granted	The total number of options will not exceed 5% of the aggregate number of issued and outstanding equity shares of the Company as on the first day of the financial year in which options are granted.

Identification of classes of employees entitled to participate in the Plan	As determined by the Nomination and Remuneration Committee from time to time in accordance with the Plan.
Requirements of vesting and period of vesting	As determined by the Nomination and Remuneration Committee in accordance with the Plan. Provided that there shall be a minimum period of one year between the date of grant and vesting of options.
Maximum period within which the options shall be vested	As determined by the Nomination and Remuneration Committee in accordance with the Plan.
Exercise price	As determined by the Nomination and Remuneration Committee in accordance with the Plan.
Exercise period and process of exercise	As per the Plan
The appraisal process for determining the eligibility of employees for ESOP 2016	As determined by the Nomination and Remuneration Committee in accordance with the Plan.
Maximum number of options to be issued per employee and in aggregate;	As determined by the Nomination and Remuneration Committee in accordance with the Plan.
Maximum quantum of benefits to be provided per employee under ESOP 2016	As determined by the Nomination and Remuneration Committee in accordance with the Plan.
Whether the ESOP 2016 is to be implemented and administered directly by the company or through a trust;	The Company shall directly implement and administer ESOP 2016 through the Board and/or the Nomination and Remuneration Committee
Whether the ESOP 2016 involves new issue of shares by the company or secondary acquisition by the trust or both;	Company will issue new shares under ESOP 2016.

The amount of loan to be provided for implementation of the ESOP 2016 by the company to the trust, its tenure, utilization, repayment terms, etc.:	Not applicable
Maximum percentage of secondary acquisition that can be made by the trust for the purposes of ESOP 2016	Not applicable

The Company shall conform to the applicable accounting policies from time to time.

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

The Directors and Key Managerial Personnel of the Company may be deemed to be concerned or interested in the resolution only to the extent of stock options granted /to be granted to them and the resultant equity shares issued, as applicable.

Save and except as above, none of the Directors or their respective relatives is in any way concerned or interested financially or otherwise, in the resolution mentioned at Item No. 10 of this Notice.

Item No. 11

The Company, its shareholders namely, the Promoters, Rita Kishore Sinha, Rivoli Sinha Aggarwal and Vocational Skills Council (India) Private Limited, Theano Private Limited and AAJV Investment Trust have executed a second amendment agreement dated September 26, 2016 pursuant to which the Investment Agreement dated April 3, 2013, and the special rights for Theano Private Limited and AAJV Investment Trust ("Investors") contained in Part II of the Articles of Association of the Company will be terminated on and from the date of listing of Equity Shares on the Stock Exchanges pursuant to the Initial Public Offering ("IPO").

However, notwithstanding this termination the Investors have the right to nominate collectively one director on the Board of the Company, subject to this right being approved by the shareholders after the completion of IPO.

Hence, the Board recommends the resolution mentioned at Item No. 11 of the accompanying notice for approval of the members as a Special Resolution.

Mr. Jayanta Kumar Basu, Nominee Director in his capacity as nominee of Theano Private Limited and beneficiary of AAJV Investment Trust may be deemed to be interested or concerned in the resolution.

Save and except as above, 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. 11 of this Notice.

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.

Name of the Director	Rita Kishore Sinha
DIN	00945652
Date of Birth	July 06, 1953
Qualification	Bachelor's degree in Arts (Hindi) and a Bachelor's degree in Law from Ranchi University
Date of appointment	March 31, 1995
Brief Resume	As provided in the Annexure to the Notice under Item No 2
Relationship with Directors	Spouse of Mr. Ravindra Kishore Sinha Mother of Mr. Rituraj Kishore Sinha
Expertise in specific functional areas	Wide experience in legal matters
Directorship held in other listed Companies as on March 31, 2017	Nil
Chairman/Member of the Committee of the Board of Directors in other listed Companies as on March 31, 2017	Nil
Number of Shares held in the Company as on March 31, 2017	12,111,055 Equity Shares

Name of the Director	Devdas Apte
DIN	03350583
Date of Birth	June 15, 1934
Qualification	Bachelor's degree in arts from Nagpur University
Date of appointment	July 4, 2017
Brief Resume	As provided in the Explanatory Statement under Item No 4
Relationship with Directors	None
Expertise in specific functional areas	Business Administration
Directorship held in other listed Companies as on March 31, 2017	Nil
Chairman/Member of the Committee of the Board of Directors in other listed Companies as on March 31, 2017	Nil
Number of Shares held in the Company as on March 31, 2017	Nil

Name of the Director	Ashok Kumar Mattoo
DIN	00097757
Date of Birth	February 28, 1944
Qualification	Bachelor's degree in engineering from Gauhati University
Date of appointment	January 15, 2005
Brief Resume	As provided in the Explanatory Statement under Item No 5
Relationship with Directors	None
Expertise in specific functional areas	Business Administration and Corporate Communication
Directorship held in other listed Companies as on March 31, 2017	Nil
Chairman/Member of the Committee of the Board of Directors in other listed Companies as on March 31, 2017	Nil
Number of Shares held in the Company as on March 31, 2017	Nil

Name of the Director	Amrendra Prasad Verma
DIN	00236108
Date of Birth	December 29, 1952
Qualification	Master's degree in arts (political science) from Patna University
Date of appointment	January 11, 2013
Brief Resume	As provided in the Explanatory Statement under Item No 6
Relationship with Directors	None
Expertise in specific functional areas	Banking, Financial Management and Business Administration
Directorship held in other listed Companies as on March 31, 2017	1. Electro Steel Castings Limited 2. Solar Industries India Limited 3. Adhunik Metaliks Limited
Chairman/Member of the Committee of the Board of Directors in other listed Companies as on March 31, 2017	Solar Industries India Limited Audit Committee - Member
Number of Shares held in the Company as on March 31, 2017	Nil

Name of the Director	Arun Kumar Batra
DIN	00023269
Date of Birth	August 7, 1955
Qualification	Bachelor's degree in arts (economics) from St. Stephen's College, Delhi University and is a fellow of the Institute of Chartered Accountants of India.
Date of appointment	September 29, 2007
Brief Resume	As provided in the Explanatory Statement under Item No 7
Relationship with Directors	None
Expertise in specific functional areas	Finance and Business Administration
Directorship held in other listed Companies as on March 31, 2017	Nil
Chairman/Member of the Committee of the Board of Directors in other listed Companies as on March 31, 2017	Nil
Number of Shares held in the Company as on March 31, 2017	Nil



SECURITY AND INTELLIGENCE SERVICES (INDIA) LIMITED

CIN- U75230BR1985PLC002083

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

Ph.: No. +91 612 226 6666 Fax: +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 No. : DP ID No.

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

1. Name: E-mail Id:

Address:

..... Signature:or failing him/her

2. Name: E-mail Id:

Address:

..... Signature:or failing him/her

3. Name: E-mail Id:

Address:

..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the company, to be held on Monday, September 25, 2017 at 12:30 p.m. at Hotel Maurya, Fraser Road, South Gandhi Maidan, Patna-800001, 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 Standalone Financial Statements of the Company for the financial year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon;		
	(b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 including the Audited Consolidated Balance Sheet as at March 31, 2017 and the Consolidated Statement of Profit and Loss for the year ended on that date together with the Report of the Auditors thereon.		
2	To appoint a director in place of Mrs. Rita Kishore Sinha (DIN: 00945652), Non-Executive Director, who retires by rotation and, being eligible, offers herself for re-appointment.		
3	To appoint M/s. Saxena and Saxena, Chartered Accountants as Statutory Auditors of the Company and to fix their Remuneration.		
Special Business:			
4	Appointment of Mr. Devdas Apte (DIN: 03350583) as Independent Director of the Company to hold office for a period of 5 years.		
5	Re-appointment of Mr. Ashok Kumar Mattoo (DIN: 00097757), Independent Director of the Company, to hold office for a period of 5 years.		
6	Re-appointment of Mr. Amrendra Prasad Verma (DIN: 00236108), Independent Director of the Company, to hold office for a period of 5 years.		
7	Re-appointment of Mr. Arun Kumar Batra (DIN: 00023269), Independent Director of the Company, to hold office for a period of 5 years.		
8	Modification of terms of appointment of Mr. Arvind Kumar Prasad, Director Finance of the Company.		
9	Alteration of Articles of Association.		
10	Ratification of Employee Stock Option Plan – 2016		
11	Approval of right to appoint a Nominee Director		

Signed this day of 2017.

Signature of shareholder

Signature of the Proxyholder(s)

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

Note:

1. This form, in order to be effective, should be duly completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Annual General 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 may deem appropriate



SECURITY AND INTELLIGENCE SERVICES (INDIA) LIMITED

CIN- U75230BR1985PLC002083

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

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

I/We hereby record my/our presence at the 33rd Annual General Meeting of the Company on Monday, September 25, 2017 at 12:30 p.m. at Hotel Maurya, Fraser Road, South Gandhi Maidan, Patna-800001, Bihar.

Folio No..... DP IDClient ID.....

Number of shares held:.....

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

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

.....
Signature of the member / proxy



ROUTE MAP TO THE AGM VENUE

Venue of the Annual General Meeting of the Company to be held on Monday, September 25, 2017 at 12:30 p.m.

Venue Address

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

