



SECURITY AND INTELLIGENCE SERVICES (INDIA) LIMITED

CIN- L75230BR1985PLC002083

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 E-mail: shareholders@sisindia.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modification or re-enactment thereof, for the time being in force, to the members of Security and Intelligence Services (India) Limited (the Company), to transact the following business by way of postal ballot.

SPECIAL BUSINESS:

Item No. 1: Sub-division of equity shares of the Company having a face value of Rs. 10 each to 2 equity shares of face value of Rs. 5 each

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals and consents as may be necessary from the concerned authorities, each Equity Share of the Company having a face value of Rs. 10 each fully paid-up be sub-divided into 2 (Two) Equity Shares of face value of Rs. 5 each fully paid-up.

RESOLVED FURTHER THAT, upon the sub-division of the Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of face value of Rs. 10 each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date (as determined by the Board of Directors of the Company) and the Company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and Articles of Association and in the case of Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division, on and from the record date.

RESOLVED FURTHER THAT, the Nomination and Remuneration Committee of the Company be and is hereby authorized to make appropriate adjustments due to the sub-division of Equity Shares as aforesaid, to stock options which have been granted to employees of the Company and its subsidiaries under Employee Stock Option Plan-2016 pursuant to the SEBI (Share Based Employee Benefits) Regulations, 2014, and any amendments thereto from time to time, such that all stock options available for grant (including lapsed and forfeited options available for re-issue) and those already granted but not exercised as on record date shall be proportionately adjusted.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to fix the 'record date' for the purpose of the sub-division and to do all such acts, deeds and matters as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

Item No. 2: Alteration of Capital Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13, 61 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 existing Clause V of the Memorandum of Association of the Company relating to the share capital be and is hereby substituted by the following Clause:

V. The Authorized Capital of the Company is Rs. 1,35,00,00,000 (Rupees one hundred and thirty-five crores only) divided into 27,00,00,000 (Twenty-seven Crore) Equity Shares of Rs. 5 each.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

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

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

Place : Delhi
Date : October 24, 2019

Sd/-
Pushpalatha Katkuri
Company Secretary

NOTES:

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposals is annexed herewith.
2. The Board of Directors, at its meeting held on October 24, 2019, had appointed Mr. Sudhir V Hulyalkar (FCS No. 6040, CP No. 6137), Company Secretary in Practice, as the Scrutinizer for scrutinizing the Postal Ballot and e-voting process.
3. Members have the option to vote either by Postal Ballot or through e-voting. Members opting to vote by Postal Ballot are requested to read carefully the instructions printed on the Postal Ballot Form. Members who opt for e-voting are requested to read carefully the instructions given in the Notes forming part of this Notice.
4. The Postal Ballot Notice is being sent to the members whose names appear in the Register of Members of the Company/in the Register of Beneficial Owners maintained by the Depositories, on November 1, 2019.
5. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic mode to those members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other members.
6. Members who receive the Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download the same from the website of the Company www.sisindia.com.
7. The Postal Ballot Notice is also available on the website of the Company www.sisindia.com and on the website of CDSL www.evotingindia.com.
8. Members whose names appear in the Register of Members/Register of Beneficial Owners as on November 1, 2019 ("cut-off date") will be entitled to cast their votes by Postal Ballot or e-voting. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member(s). Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the members(s) as on the cut-off date.
9. Members can opt for only one mode of voting, i.e., either Postal Ballot or e-voting. In case any member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.
10. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the Form and return the Form duly completed and signed in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than 17:00 hrs (IST) on December 17, 2019. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. Postal Ballot Forms received after 17:00 hrs (IST) on December 17, 2019 shall be deemed invalid.
11. The Scrutinizer will submit his report to the Chairman, or any other person authorised by the Chairman, after completion of the scrutiny of the Forms and votes cast through e-voting. Based on the Scrutinizer's Report, the Results of the Postal Ballot and e-voting will be declared on or before Thursday, December 19, 2019. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website under the section 'Investors' and will also be forwarded to the National Stock Exchange of India Limited and the BSE Limited, where the Company's shares are listed. Central Depository Services (India) Limited (CDSL), engaged by the Company for facilitating e-voting, will also display these Results on its website www.evotingindia.com.
12. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting or for receipt of duly completed Postal Ballot Forms i.e. Tuesday, December 17, 2019.
13. Instruction for Voting:

A. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM

- l) Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed postage prepaid envelope. Postage charges will be borne and paid by the Company. However, in case a member sends the Postal Ballot Form by courier or registered post or delivers it in person at his expense, such Postal Ballot Forms will also be accepted.

- ii) The Postal Ballot Form duly completed and signed by the member(s) should be returned in the enclosed self-addressed postage pre-paid envelope directly to the Scrutinizer at Mr. Sudhir V Hulyalkar, Practicing Company Secretary, Scrutinizer, C/o: Link Intime India Private Limited, Unit: Security and Intelligence Services (India) Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083. so as to reach the Scrutinizer before the close of working hours on December 17, 2019 i.e. 17:00 hrs IST. Any Postal Ballot Form received after the said date shall be treated as if the reply from the member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/ accepted.

B. VOTING THROUGH ELECTRONIC MEANS

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108, 110 and other applicable provisions of the Act, read with the relevant Rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

The instructions for members voting electronically are as follows:

- (i) The voting period will begin on November 18, 2019 (from 9.00 hrs IST) and will end on December 17, 2019 (at 17:00 hrs IST). 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 November 1, 2019 and members whose names appear in the register of members of the Company/in the register of beneficial owners maintained by the Depositories will be entitled to avail the service.
- (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) Members 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.

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

ITEM NO. 1 & 2

Presently, the face value of the Company's Equity Shares is Rs. 10 each and the current market price, as on the date of this Notice is Rs. 942. In order to augment the affordability of the Company's Equity Shares and thereby to enhance the liquidity and trading volume of Equity Shares of the Company and the number of institutional and retail investors, the Board of Directors, at its meeting held on October 24, 2019, had approved the sub-division of each Equity Share having a face value of Rs. 10 each fully paid-up into 2 Equity Shares of Rs. 5 each fully paid-up subject to the approval of the members.

The record date for the aforesaid sub-division of Equity Shares will be fixed after the approval of the members is obtained in terms of the Resolution mentioned in Item No. 1 above.

The sub-division of Equity Shares would, inter-alia, require appropriate adjustments with respect to the stock options of the Company granted under its Employee Stock option Plan - 2016, such that all the stock options outstanding as on record date (vested and unvested options including lapsed and forfeited options available for reissue) as well as stock options which are available for grant and those already granted but not exercised as on Record Date shall be proportionately converted into options for Equity Shares of face value of Rs. 5 each and the grant price of all the outstanding stock options shall be proportionately adjusted by dividing the existing grant price by 2.

Presently, the Authorized Capital of the Company is Rs. 1,35,00,00,000 (Rupees one hundred and thirty-five crores only) divided into 13,50,00,000 (Thirteen crore fifty lakhs) Equity shares of Rs. 10 each. The sub-division of Equity Shares proposed under Item No.1 of this Notice would require a consequential amendment to the existing Clause V of the Memorandum of Association of the Company as set out in Item No. 2 of the Notice. The Authorized Capital will consist of 27,00,00,000 (Twenty-seven crore) Equity Shares of Rs. 5 each after the amendment. Article 3.1 of the Articles of Association states that the Authorized Capital shall be of such amount as stated in Clause V of the Memorandum of Association and hence is not being amended.

A copy of the Memorandum of Association of the Company is available for inspection by the members at the registered office of the Company between 11:00 AM and 5:00 PM on all working days (except Saturday, Sunday and Public Holidays) up to December 17, 2019.

The Board recommends the resolutions set out at Item No. 1 and 2 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel or their respective relatives, is in any way concerned or interested financially or otherwise in the resolutions set out at Item No. 1 and 2 except to the extent of their respective shareholding in the Company as that of every other member of the Company.

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

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

Place : Delhi
Date : October 24, 2019

Sd/-
Pushpalatha Katkuri
Company Secretary



SECURITY AND INTELLIGENCE SERVICES (INDIA) LIMITED

CIN- L75230BR1985PLC002083

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 E-mail: shareholders@sisindia.com

POSTAL BALLOT FORM

(Please read the instructions carefully before filling this form)

Sr No.:

| | |
|-----------------------------------------------------------------------------------------------------------------|--|
| 1. Name and Registered address of the Sole/First Member (In block letters) | |
| 2. Name(s) of the Joint Member(s), if any | |
| 3. Registered Folio no./*DP ID No./Client ID No. (*Applicable to members holding shares in dematerialized form) | |
| 4. No. of Equity Share(s) held | |

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot and e-voting, by conveying my/our assent (FOR) or dissent (AGAINST) to the said Resolutions by placing the tick mark (✓) in the appropriate column below:

| Item No. | Brief Description of the Resolution | No. of Equity shares held by me/us | I / We assent to the Resolution (FOR) | I / We dissent to the Resolution (AGAINST) |
|----------|--------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|---------------------------------------|--------------------------------------------|
| 1 | Ordinary Resolution for sub-division of equity shares of the Company having a face value of Rs. 10 each to 2 equity shares of face value of Rs. 5 each | | | |
| 2 | Ordinary Resolution for alteration of Capital Clause of the Memorandum of Association of the Company | | | |

Place:

Date:

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

| | | |
|--------------------------------------------|---------|--------------|
| EVS (Electronic Voting Sequence Number) | User ID | *Default PAN |
| 191106002 | | |

*Only those Members who have not updated their PAN with the Company / Depository Participant shall use "Default PAN" in the field PAN.

Note: Please read the instructions printed overleaf carefully before filling this Form and for e-voting please refer to the instructions provided in the Postal Ballot Notice. E-voting will commence at 9.00 a.m. on November 18, 2019 and will end at 5.00 p.m. on December 17, 2019.

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid envelope. Postal Ballot Form deposited in person or sent by post or courier by the member will also be accepted.
2. In case of joint holding, this Form should be completed and signed by the first named member and in his/ her absence, by the next named member.
3. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
4. Assent must be accorded by placing a tick (✓) mark in the column 'I / We assent to the Resolution (FOR)' or dissent must be accorded by placing a tick (✓) mark in the column 'I / We dissent to the Resolution (AGAINST)'.
5. In respect of shares held by corporate and institutional members (companies, trusts, societies), the duly completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board resolution/appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested.
6. The signature of the member on this Form should be as per the specimen signature registered with the Company or furnished by the Depositories. Unsigned Forms will be considered invalid.
7. Duly completed and signed Postal Ballot Form should reach the Scrutinizer on or before the close of working hours i.e. 17:00 hrs (IST) on December 17, 2019. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.
8. There will be only one Postal Ballot Form for every folio irrespective of joint holder(s). Postal Ballot cannot be exercised by a proxy.
9. A member may request for a duplicate Postal Ballot Form, if so required, from the Company. However, the duly filled-in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in point (7) above.
10. Postal Ballot Forms which are incomplete, defaced, torn or mutilated or defective in any manner are liable to be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
11. A Member need not use all his/her votes nor cast all the votes in the same way.
12. A Member can opt for only one mode of voting, i.e., either by physical ballot or e-voting. If a Member cast votes by both modes, then votes cast through e-voting shall prevail and votes cast through Postal Ballot shall be considered invalid.
13. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member(s). Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the member(s) as on November 1, 2019
14. Member(s) are requested not to send any other paper along with the Postal Ballot Form, other than as required, in the enclosed self-addressed pre-paid business reply envelope as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
15. The votes of a Member will be considered invalid on any of the following grounds:
 - a. If the Postal Ballot form has not been signed by or on behalf of the Member;
 - b. If the Member's signature does not tally;
 - c. If the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
 - d. If the Member has made any amendment to the Resolution or imposed any condition while exercising his/her/its vote;
 - e. If the Postal Ballot Form is incomplete or incorrectly filled;
 - f. If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds; and
 - g. If the Form other than the one issued by the company is used.