



SIS 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 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 Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 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 laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the Special Business as set out hereunder by way of postal ballot only through remote e-voting (“**e-voting**”). An Explanatory Statement pertaining to the said resolutions setting out the material facts and reasons thereof forms part of this Postal Ballot Notice (“**Notice**”).

SPECIAL BUSINESS:

Item No. 1:

Appointment of Ms. Vrinda Sarup (DIN: 03117769) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), as amended from time to time and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Vrinda Sarup (DIN: 03117769), who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director of the Company effective June 20, 2023 in terms of Section 161 of the Act and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, 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 an Independent Director of the Company for a term of 2 consecutive years effective June 20, 2023, not liable to retire by rotation, upon such remuneration as may be determined by the Board of Directors from time to time within the limits approved by the members.

RESOLVED FURTHER THAT the Board be and is 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.”

Item No. 2:

Re-appointment of Mr. Rajan Verma (DIN: 09243467) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“**SEBI Listing Regulations**”), as amended from time to time, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Rajan Verma (DIN : 09243467), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company for a second term of 2 years effective July 28, 2023, not liable to retire by rotation, upon such remuneration as may be determined by the Board of Directors from time to time within the limits approved by the members.

RESOLVED FURTHER THAT the Board be and is 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.”

Item No. 3:

Continuation of directorship of Mr. Uday Singh (DIN: 02858520) as an Independent Director of the Company beyond 75 years of age

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the members be and is hereby accorded for the continuation of directorship of Mr. Uday Singh (DIN: 02858520) as an Independent Director of the Company beyond 75 (seventy-five) years of age until the expiry of his current term i.e. July 25, 2027, on the same terms and conditions as already approved by the members.

RESOLVED FURTHER THAT the Board be and is 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.”

Item No. 4:

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with Schedule V to the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the members be and is hereby accorded to increase the remuneration of Mr. Ravindra Kishore Sinha (DIN: 00945635), Chairman of the Company from INR 2,50,00,000 per annum to INR 2,67,50,000 per annum, on the terms and conditions as set out in the explanatory statement, effective June 1, 2023.

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

RESOLVED FURTHER THAT the Board be and is 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.”

Item No. 5:

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with Schedule V to the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the members be and is hereby accorded to increase the remuneration of Mr. Rituraj Kishore Sinha (DIN: 00477256), Managing Director of the Company from INR 1,50,00,000 per annum comprising of (a) fixed pay: INR 1,00,00,000 per annum; and (b) variable pay: INR 50,00,000 per annum to INR 1,60,50,000 per annum consisting of (a) fixed pay: INR 1,07,00,000 per annum, and (b) variable pay: INR 53,50,000 per annum, on the terms and conditions as set out in the explanatory statement, effective June 1, 2023.

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

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.”

Item No. 6:

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with Schedule V to the Act and the Rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the members be and is hereby accorded to increase the remuneration of Mr. Arvind Kumar Prasad (DIN: 02865273), Whole-Time Director designated as Director-Finance of the Company from INR 70,00,000 per annum comprising of (a) fixed pay: INR 60,00,000 per annum; and (b) variable pay: INR 10,00,000 per annum to INR 79,20,000 per annum consisting of (a) fixed pay: INR 64,20,000 per annum, and (b) variable pay: INR 15,00,000 per annum, on the terms and conditions as set out in the explanatory statement, effective June 1, 2023.

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

RESOLVED FURTHER THAT the Board be and is 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.”

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 : New Delhi
Date : July 26, 2023

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 have appointed Mr. Sudhir V Hulyalkar (FCS 6040), Practicing Company Secretary in Bangalore, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.
3. In accordance 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, August 4, 2023 (“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 available 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, a 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 the 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 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 Thursday, September 7, 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. It will also be displayed on the Company's website under the section 'Investors' (<https://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 September 7, 2023, i.e., the last date specified for receipt of votes through e-voting.
13. Additional information in respect of the above agenda items, pursuant to the SEBI Listing Regulations, and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is provided as an 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 A.M. (IST) on Wednesday, August 9, 2023
- b. End of e-voting – 05:00 P.M. (IST) on Thursday, September 7, 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. The 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.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) 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>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>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</p> <p>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-</p>

	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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

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
Individual Shareholders holding securities in Demat mode with CDSL	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.
Individual Shareholders holding securities in Demat mode with NSDL	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

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 AND SECTION 110 OF THE COMPANIES ACT, 2013

Item No. 1

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, by way of a circular resolution passed on June 20, 2023, has appointed Ms. Vrinda Sarup (DIN: 03117769), as an Additional Director (Independent) of the Company with effect from June 20, 2023.

The Company has received a declaration from Ms. Vrinda Sarup confirming that she fulfills the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. The Company has also received from Ms. Vrinda Sarup (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act. Ms. Vrinda Sarup has also confirmed that she is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority.

In the opinion of the Board, Ms. Vrinda Sarup's skills, background and experience are aligned with the role and capabilities identified by the Nomination and Remuneration Committee and that Ms. Vrinda Sarup is eligible for appointment as an Independent Director and is independent of the management of the Company. The Board was satisfied that the appointment of Ms. Vrinda Sarup is justified for the following reasons:

- She has extensive administrative experience.
- She possesses deep knowledge and expertise in Leadership, Strategy and Governance.

The disclosures relating to Ms. Vrinda Sarup as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings are set out as an Annexure to the Notice.

The draft letter of appointment of Ms. Vrinda Sarup setting out the terms and conditions of her appointment, shall be open for inspection by the members of the Company at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays and holidays) until the last date of remote e-voting.

The Board recommends the resolution at Item No. 1 of the accompanying Notice for the approval by the members.

Except Ms. Vrinda Sarup, whose appointment is proposed, none of the Directors, Key Managerial Personnel, or their respective relatives is in any way interested or concerned in the said resolution.

Item No. 2

Mr. Rajan Verma was appointed as an Independent Director of the Company with the approval of the Members on December 10, 2021, for a period of 2 years to hold office until July 27, 2023.

Based on his experience, knowledge and performance evaluation and upon recommendation of the Nomination and Remuneration Committee, the Board of Directors, vide its circular resolution dated July 8, 2023, approved the re-appointment of Mr. Rajan Verma (DIN: 09243467) as an Independent Director for a second and final term of 2 years with effect from July 28, 2023, subject to the approval of the members.

The Company has received a declaration from Mr. Rajan Verma confirming that he fulfils the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. The Company has also received from Mr. Rajan Verma (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act. Mr. Rajan Verma has also confirmed that he 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, Mr. Rajan Verma possesses the relevant experience /expertise and fulfils the conditions specified in the Act and SEBI Listing Regulations for being re-appointed as an Independent Director and is independent of the management of the Company. The disclosures relating to Mr. Rajan Verma as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings are set out as an Annexure to the Notice.

The draft letter of appointment of Mr. Rajan Verma setting out the terms and conditions of re-appointment, shall be open for inspection by the members of the Company at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays and holidays) until the last date of remote e-voting.

The Board considers that continued association of Mr. Rajan Verma would be of immense benefit to the Company and accordingly recommends his re-appointment as an Independent Director for the approval by the members.

Except Mr. Rajan Verma, whose re-appointment is proposed, none of the Directors, Key Managerial Personnel, or their respective relatives is in any way interested or concerned in the said resolution.

Item No. 3

Mr. Uday Singh was appointed as an Independent Director of the Company for a term of 5 years, effective July 26, 2022. Mr. Singh will attain the age of 75 years in April 2024.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on July 26, 2023, has approved the continuation of Mr. Uday Singh as a Non-Executive Director of the Company beyond 75 years, subject to the approval of the members.

The Company has received a declaration from Mr. Uday Singh confirming that he fulfils the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. The Company has also received from Mr. Uday Singh (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act. Mr. Uday Singh has also confirmed that he is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority.

Considering Mr. Uday Singh's vast experience in the industry and business in which the Company and Group operates, as well as his expertise in general management and leadership positions, the Board considers that his continued association would be of immense benefit to the Company as it moves forward and it is desirable to avail the services of Mr Uday Singh.

The disclosures relating to Mr. Uday Singh as required under the SEBI Listing Regulations and Secretarial Standards on General Meetings are set out as an Annexure to the Notice.

The Board recommends the resolution at Item No. 3 of the accompanying Notice for approval by the members.

Except Mr. Uday Singh, to whom the resolution relates, none of the Directors, Key Managerial Personnel, or their relatives is in any way, interested or concerned in the said resolution.

Item No. 4

The members, in the Annual General Meeting held on June 28, 2019, had approved the re-appointment of Mr. Ravindra Kishore Sinha (DIN: 00945635) as Chairman of the Company for a period of 5 years till May 14, 2024 at a remuneration of INR 2,50,00,000/- per annum.

Based on the recommendation of the Nomination and Remuneration Committee and considering his extensive knowledge and experience across all aspects of the Company's business and his exceptional leadership, the Board of Directors, in its meeting held on July 26, 2023, has recommended a revision in the remuneration of Mr. Ravindra Kishore Sinha from INR 2,50,00,000 per annum to INR 2,67,50,000 per annum, as detailed hereunder, effective June 1, 2023, subject to the approval of the members.

Particulars	Amount per annum (INR lacs)
Basic salary	133.88
Allowances	123.90
Perquisites	0.40
Statutory benefits viz., contribution to provident fund, leave encashment and medical insurance	9.32
Total	267.50

The remuneration payable to the Chairman is not material as per Regulation 23 of the SEBI Listing Regulations and is considered at arm's length and in the ordinary course of business.

In terms of the provisions of Section 197 of the Act and the Rules made thereunder, approval of the members is required by way of a special resolution for revision in such remuneration.

The disclosures relating to Mr. Ravindra Kishore Sinha as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings are set out as an Annexure to the Notice.

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

Except for Mr. Ravindra Kishore Sinha and his relatives, to the extent of their shareholding interest in the Company, none of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the said resolution.

Item No. 5

Mr. Rituraj Kishore Sinha was re-appointed as the Managing Director of the Company for a period of 5 years, effective April 24, 2022, to hold office until April 23, 2027 at a remuneration of INR 1,50,00,000 per annum.

Based on the recommendation of the Nomination and Remuneration Committee and considering his outstanding leadership and the prevailing industry standards for managerial remuneration, the Board of Directors, in its meeting held on July 26, 2023, has recommended an increase in the remuneration of Mr. Rituraj Kishore Sinha from INR 1,50,00,000 per annum comprising of (a) fixed pay: INR 1,00,00,000 per annum; and (b) variable pay: INR 50,00,000 per annum to INR 1,60,50,000 per annum consisting of (a) fixed pay: INR 1,07,00,000 per annum, and (b) variable pay: INR 53,50,000 per annum, as detailed hereunder, effective June 1, 2023, subject to the approval of the members.

a) **Fixed Pay:**

Particulars	Amount per annum (INR lacs)
Basic salary	47.25
Allowances	56.57
Perquisites	0.39
Statutory benefits viz., contribution to provident fund, leave encashment and medical insurance	2.79
Total	107.00

b) **Variable Pay:** INR 53,50,000 per annum payable subject to the achievement of certain financial parameters as determined by the Nomination and Remuneration Committee from time to time.

The remuneration payable to the Managing Director is not material as per Regulation 23 of the SEBI Listing Regulations and is considered at arm's length and in the ordinary course of business.

In terms of the provisions of Section 197 of the Act and the Rules made thereunder, approval of the members is required by way of a special resolution for revision in such remuneration.

The disclosures relating to Mr. Rituraj Kishore Sinha as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings are set out as an Annexure to the Notice

The Board recommends the resolution mentioned at Item No. 5 of the accompanying notice for the approval by the members.

Except for Mr. Rituraj Kishore Sinha and his relatives, to the extent of their shareholding interest in the Company, none of the Directors, Key Managerial Personnel, or their respective relatives is in any way concerned or interested in the said resolution.

Item No. 6

Mr. Arvind Kumar Prasad was re-appointed as a Whole-Time Director (designated as Director-Finance) of the Company for a period of 5 years, effective April 24, 2022, to hold office until April 23, 2027 at a remuneration of INR 70,00,000 per annum.

Based on the recommendation of the Nomination and Remuneration Committee and considering the significant and valuable contributions made by Mr. Arvind Kumar Prasad to the development and upgradation of various critical business systems, as well as the prevailing levels of managerial remuneration in the industry, the Board of Directors, in its meeting held on July 26, 2023, has recommended an increase in the remuneration of Mr. Arvind Kumar Prasad from INR 70,00,000 per annum comprising of (a) fixed pay: INR 60,00,000 per annum; and (b) variable pay: INR

10,00,000 per annum to INR 79,20,000 per annum consisting of (a) fixed pay: INR 64,20,000 per annum, and (b) variable pay: INR 15,00,000 per annum, as detailed hereunder, effective June 1, 2023, subject to the approval of the members.

a) **Fixed Pay:**

Particulars	Amount per annum (INR lacs)
Basic salary	28.25
Allowances	32.72
Statutory benefits viz., contribution to provident fund, leave encashment, gratuity and medical insurance	3.23
Total	64.20

b) **Variable Pay:** INR 15,00,000 per annum payable subject to the achievement of certain financial parameters as determined by the Nomination and Remuneration Committee from time to time.

The remuneration payable to the Whole Time Director is not material as per Regulation 23 of the SEBI Listing Regulations and is considered at arm's length and in the ordinary course of business.

In terms of the provisions of Section 197 of the Act and the Rules made thereunder, approval of the members is required by way of a special resolution for revision in such remuneration.

The disclosures relating to Mr. Arvind Kumar Prasad as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings are set out as an Annexure to the Notice.

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

Except for Mr. Arvind Kumar Prasad, none of the Directors, Key Managerial Personnel, or their respective 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 : New Delhi
Date : July 26, 2023

Additional information 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. Vrinda Sarup (DIN: 03117769)	Mr. Rajan Verma (DIN: 09243467)	Mr. Uday Singh (DIN: 02858520)	Mr. Ravindra Kishore Sinha (DIN: 00945635)	Mr. Rituraj Kishore Sinha (DIN: 00477256)	Mr. Arvind Kumar Prasad (DIN: 02865273)
Date of Birth and Age	December 27, 1956 66 Years	May 22, 1960 63 Years	April 7, 1949 74 Years	September 22, 1951 71 Years	November 29, 1980 42 Years	September 9, 1956 66 Years
Qualification	Master's degree in history from Delhi University	Bachelor's degree in law from Kanpur University, Master's degree in commerce and Post Graduate Diploma in Labour Law from Gorakhpur University and Post Graduate Diploma in Industrial Relations and Personnel Management from Rajendra Prasad Institute of Communication and Management Bhartiya Vidya Bhawan Mumbai	Bachelor's degree in science (electrical engineering) from Birla Institute of Technology – Mesra, Ranchi and a postgraduate diploma in management from Brilliant's School of Management, Chennai	Bachelor's degree in arts from Magadh University	Bachelor's degree in arts from the University of Leeds	Bachelor's degree in commerce from the University of Calcutta and an intermediate degree from the Institute of Chartered Accountants of India (ICAI)
Date of First Appointment on the Board	June 20, 2023	July 28, 2021	August 6, 2012	January 2, 1985	April 24, 2017	April 24, 2017

Name of the Director and DIN	Ms. Vrinda Sarup (DIN: 03117769)	Mr. Rajan Verma (DIN: 09243467)	Mr. Uday Singh (DIN: 02858520)	Mr. Ravindra Kishore Sinha (DIN: 00945635)	Mr. Rituraj Kishore Sinha (DIN: 00477256)	Mr. Arvind Kumar Prasad (DIN: 02865273)
Brief Resume	<p>Ms. Vrinda Sarup is a retired IAS officer with over 35 years of administrative experience. Throughout her illustrious career, she held various esteemed positions in the Government of India and the Government of Uttar Pradesh. She served as the Secretary - Food and Public Distribution in the Government of India and also as the Union Secretary - School Education and Literacy. In the Government of Uttar Pradesh, she held eminent positions such as Principal Secretary Finance, Principal Secretary Technical &</p>	<p>Mr. Rajan Verma served as the Chief Labour Commissioner, Central New Delhi from January 1, 2019, to May 31, 2020, and held various positions at Organised Group "Ä" Service with the Ministry of Labour and Employment, Government of India for a period of almost 30 years from the year 1987 to 2017. He has a rich experience of over 35 years in the areas of industrial, labour and related laws and possesses an in-depth knowledge of enforcement of various provisions of the Industrial Laws. He advised and assisted the Ministry in the interpretation</p>	<p>Mr. Uday Singh is currently an Independent Director on the board of the Company. He joined the Company in 2002 and was the CEO since 2004 and Whole-Time Director & CEO from August 2012 to April 2018. Thereafter, he continues on the board in a non-executive capacity. He has over 43 years of experience in management and has, in the past, held various positions with Metallurgical & Engineering Consultants (India) Limited, Jindal Vijaynagar Steel Ltd., and Praxair Carbon Dioxide Private Limited.</p>	<p>Mr. Ravindra Kishore Sinha is the Chairman of the Company. He has been associated with the Company since incorporation. He has over 37 years of experience in the business of security services. He served as a Member of Parliament (Rajya Sabha) from Bihar from April 2014 to April 2020. He also served as an advisor to the Ministry of Human Resource Development, Government of India.</p>	<p>Mr. Rituraj Sinha has been serving as the Managing Director of the Company. He is an alumnus of the Doon School and Leeds University Business School, United Kingdom. Since joining the SIS Group in 2002, he has played a vital role in driving the Company's exponential growth, leading it to become a Market leader in Security, Facility Management and Cash Logistics Solutions across India, Australia, Singapore and New Zealand. Throughout his tenure, he has earned a strong reputation in the</p>	<p>Mr. Arvind Kumar Prasad has been associated with the Company since 1985 in various capacities. He has played a crucial role in introducing innovative practices in the Indian security industry, including the pioneering of the cost-plus method of pricing and the development of inhouse software for payroll processing, which were among the first of their kind. Additionally, he designed and implemented the ERP system for SIS Group. With over 34 years of</p>

Name of the Director and DIN	Ms. Vrinda Sarup (DIN: 03117769)	Mr. Rajan Verma (DIN: 09243467)	Mr. Uday Singh (DIN: 02858520)	Mr. Ravindra Kishore Sinha (DIN: 00945635)	Mr. Rituraj Kishore Sinha (DIN: 00477256)	Mr. Arvind Kumar Prasad (DIN: 02865273)
	<p>Vocational Education, State Project Director Education for All Projects and served as Collector and District Magistrate at the district level.</p> <p>During her tenure in the Government of India, Ms. Sarup played a significant role in major pan-India school education programmes such as the District Primary Education Programme and the Sarva Shiksha Abhiyan. She collaborated closely with international organisations including the World Bank, DFID of UK, UNICEF, European Union and the World Food Programme.</p>	<p>of provisions of various Industrial Laws viz., Contract Labour Regulation and Abolition Act, Industrial Disputes Act, Factory Act.</p> <p>His significant contribution in the field of law includes maintenance of smooth industrial relation by having consistent effective communication, between administration, trade unions and workers. He has successfully managed timely disposal of applications and cases as Quasi-Judicial Authority providing timely relief to Industrial units and its workers as a</p>			<p>global security and business support services industry through strategic alliances and partnerships with global market leaders.</p> <p>He has also been the driving force behind several transformative transactions. Mr. Sinha actively engages with the government on matters pertaining to the private security industry and its extensive workforce. His exceptional abilities have been recognized by various prestigious platforms, including being featured as a YOUNG TURKS</p>	<p>experience in the finance function, he brings a wealth of knowledge to his role.</p>

Name of the Director and DIN	Ms. Vrinda Sarup (DIN: 03117769)	Mr. Rajan Verma (DIN: 09243467)	Mr. Uday Singh (DIN: 02858520)	Mr. Ravindra Kishore Sinha (DIN: 00945635)	Mr. Rituraj Kishore Sinha (DIN: 00477256)	Mr. Arvind Kumar Prasad (DIN: 02865273)
	<p>Ms. Sarup joined the Indian Administrative Service in 1987. After retirement, she continues to contribute to the sectors of Education and Food in an advisory capacity. She currently holds the position of Managing Trustee of the World Food Programme Trust for India. Ms. Sarup is also member of the Management /Executive Committees of DPS society and serves as an Independent Director on the board of International Travel House Limited. Additionally, she is actively involved with several NGOs in</p>	<p>Conciliation Officer and has played an instrumental role in handling grievances which included consultation with employees and administration in respect of disciplinary matters on various occasions arising out of industrial conflict and unrest. Under his leadership, 7,976 number of industrial disputes were disposed off effectively under the Industrial Disputes Act, 461 strike calls by the unions were averted and 946 awards of Central Government Industrial Tribunal were implemented and under other Industrial laws 8,006 cases were disposed.</p>			<p>by CNBC, receiving coverage in esteemed publications like Forbes magazine and India Today. Additionally, he frequently speaks at industry forums both in India and internationally. Currently, he serves as the Chair of the FICCI Private Security Sector Committee and as a Board of Director with the Global Security Industry League, headquartered in Switzerland. In recognition of his contributions, he was appointed as a Member of the Central Advisory Board, Ministry of Labour &</p>	

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	the education and social development sectors.				Employment, Government of India in 2017, and as part of the High-Level Expert Committee, Ministry of Defence, Government of India in 2021. He also holds a position on the Board of Governors of the Indian Institute of Management (IIM) Bodhgaya.	
Nature of expertise in specific functional areas	Finance, Governance, Board Experience	Finance, Governance, Board Experience, Legal Experience and Risk Management	Finance, Governance, Board Leadership, Board Experience, Strategy and M&A, Risk Management, Sustainability and Subject Expertise	Finance, Governance, Board Leadership, Board Experience, Strategy and M&A, Risk Management, Marketing, Supply Chain, Sustainability and Subject Expertise	Finance, Governance, Board Leadership, Board Experience, Strategy and M&A, Risk Management, Marketing, Supply Chain, Sustainability, and Subject Expertise	Finance, Governance, Board Experience, Digital Tech, Audit, Tax, Risk Management, Sustainability and Subject Expertise
Skills and Capabilities for the role and the manner	Refer explanatory statement	Refer explanatory statement	Not applicable	Not applicable	Not applicable	Not applicable

Name of the Director and DIN	Ms. Vrinda Sarup (DIN: 03117769)	Mr. Rajan Verma (DIN: 09243467)	Mr. Uday Singh (DIN: 02858520)	Mr. Ravindra Kishore Sinha (DIN: 00945635)	Mr. Rituraj Kishore Sinha (DIN: 00477256)	Mr. Arvind Kumar Prasad (DIN: 02865273)
in which the proposed person meets such requirements						
Terms of re-appointment	Not applicable	Mr. Verma has been re-appointed as an Independent Director for a period of 2 years effective July 28, 2023, subject to the approval of the members.	Not applicable	Not applicable	Not applicable	Not applicable
No. of Board Meetings attended during the year (FY 2023-24) as a Director	1	2	2	2	2	2
Relationship with Directors and Key Managerial Personnel	None	None	None	<ul style="list-style-type: none"> • Spouse of Mrs. Rita Kishore Sinha, Non-Executive Director • Father of Mr. Rituraj Kishore Sinha, Managing Director and • Father of Ms. Rivoli Sinha, Non-Executive Director 	<ul style="list-style-type: none"> • Son of Mr. Ravindra Kishore Sinha, Chairman and Mrs. Rita Kishore Sinha, Non-Executive Director • Sibling of Ms. Rivoli Sinha, Non-Executive Director 	None

Name of the Director and DIN	Ms. Vrinda Sarup (DIN: 03117769)	Mr. Rajan Verma (DIN: 09243467)	Mr. Uday Singh (DIN: 02858520)	Mr. Ravindra Kishore Sinha (DIN: 00945635)	Mr. Rituraj Kishore Sinha (DIN: 00477256)	Mr. Arvind Kumar Prasad (DIN: 02865273)
Details of resignation from listed entities in past three years	None	None	None	Not applicable	Not applicable	Not applicable
Directorships held in other Companies	<ul style="list-style-type: none"> ▪ International Travel House Ltd. 	<ul style="list-style-type: none"> ▪ SMC Integrated Facility Management Solutions Ltd. 	<ul style="list-style-type: none"> ▪ Saksham Bharat Skills Ltd. ▪ Security Skills Council (India) Ltd. ▪ Terminix SIS India Pvt. Ltd. ▪ Uniq Security Solutions Pvt. Ltd. ▪ Dusters Total Solutions Services Pvt. Ltd. ▪ Uniq Facility Services Pvt. Ltd. ▪ Uniq Detective and Security Services (AP) Pvt. Ltd. ▪ Uniq Detective and Security Services (Tamilnadu) Pvt. Ltd. 	<ul style="list-style-type: none"> ▪ SIS Group Enterprises Ltd. ▪ Ritu Raj Resorts Ltd. ▪ SMC Integrated Facility Management Solutions Ltd. ▪ Tech SIS Ltd. ▪ Saksham Bharat Skills Ltd. ▪ Terminix SIS India Pvt. Ltd. ▪ Adi Chitragupta Finance Ltd. ▪ SIS Asset Management Ltd ▪ ACFL Home Loan Ltd. 	<ul style="list-style-type: none"> ▪ SIS Alarm Monitoring and Response Services Pvt. Ltd. ▪ Terminix SIS India Pvt. Ltd. ▪ Dusters Total Solutions Services Pvt. Ltd. ▪ One SIS Solutions Pvt. Ltd. ▪ SMC Integrated Facility Management Solutions Ltd. ▪ Tech SIS Ltd. ▪ SIS Asset Management Ltd. ▪ Adi Chitragupta Finance Ltd. 	<ul style="list-style-type: none"> ▪ Security Skills Council (India) Ltd. ▪ Adi Chitragupta Finance Ltd.
Membership/	Member of the Audit Committee of	None	None	None	Member of the Audit Committee of	None

Name of the Director and DIN	Ms. Vrinda Sarup (DIN: 03117769)	Mr. Rajan Verma (DIN: 09243467)	Mr. Uday Singh (DIN: 02858520)	Mr. Ravindra Kishore Sinha (DIN: 00945635)	Mr. Rituraj Kishore Sinha (DIN: 00477256)	Mr. Arvind Kumar Prasad (DIN: 02865273)
Chairpersonship of the Board Committees	International Travel House Ltd.				Adi Chitragupta Finance Ltd	
Remuneration last drawn during FY2022-23 (in INR)	Not Applicable	18,10,600*	21,57,500*	2,27,11,584	96,91,296	56,77,532
Number of Equity Shares held in the Company	Not Applicable	Not Applicable	3,00,000	5,71,63,671	1,56,58,482	3,24,111

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.

**includes sitting fees and commission.*