

**SIS LIMITED**

CIN- L75230BR1985PLC002083

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

Ph. No. +91 612 226 6666

Website: [www.sisindia.com](http://www.sisindia.com) E-mail: [shareholders@sisindia.com](mailto:shareholders@sisindia.com)**This Notice Forms an Integral Part of the Annual Report 2023-24**

**NOTICE** is hereby given that the Fortieth Annual General Meeting (“**AGM**”) of SIS Limited will be held on Saturday, July 6, 2024 at 12:00 Noon (IST) at Hotel Maurya, Fraser Road, Patna- 800 001 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements of the Company (including the audited consolidated financial statements) for the financial year ended March 31, 2024, together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mrs. Rita Kishore Sinha (DIN: 00945652), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a director in place of Ms. Rivoli Sinha (DIN: 05124090), who retires by rotation and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS:**

4. **To consider and approve the revision in the remuneration of Mr. Rituraj Kishore Sinha (DIN: 00477256), Managing Director of the Company**

To consider and if thought fit, to pass with or without modification(s), 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 ₹ 1,60,50,000 per annum comprising of (a) fixed pay: ₹ 1,07,00,000 per annum; and (b) variable pay: ₹ 53,50,000 per annum to ₹ 1,73,34,000 per annum consisting of (a) fixed

pay: ₹ 1,15,56,000 per annum, and (b) variable pay: ₹ 57,78,000 per annum, effective June 1, 2024, on the terms and conditions as set out in the explanatory statement.

**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 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. **To consider and approve the revision in the remuneration of Mr. Arvind Kumar Prasad (DIN: 02865273), Whole Time Director (designated as Director Finance) of the Company**

To consider and if thought fit, to pass with or without modification(s), 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. Arvind Kumar Prasad (DIN: 02865273), Whole-Time Director designated as Director-Finance of the Company from ₹ 79,20,000 per annum comprising of (a) fixed pay: ₹ 64,20,000 per annum; and (b) variable

pay: ₹ 15,00,000 per annum to ₹ 1,00,00,000 per annum consisting of (a) fixed pay: ₹ 81,10,000 per annum, and (b) variable pay: ₹ 18,90,000 per annum, effective June 1, 2024, on the terms and conditions as set out in the explanatory statement.

**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.”

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

Sd/-

Place: New Delhi  
Date : May 21, 2024

**Pushpalatha Katkuri**  
Company Secretary

#### NOTES:

1. The explanatory statement pursuant to Section 102 of the Act, stating all material facts and the reasons for the proposal set out in Item No. 4 & 5, is annexed herewith.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company, duly completed, and signed, not less than 48 hours before the commencement of the meeting. A Proxy form for the meeting is attached to this notice.
4. A person can act as proxy on behalf of not exceeding 50 (Fifty) members and holding in aggregate not more than 10 per cent of the total share capital of the Company carrying voting rights. A member holding more than 10 per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.
5. Corporate Members intending to send their authorised representatives to attend the meeting, pursuant to Section 113 of the Act, are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. Members, Proxies and Authorised representatives are requested to bring to the meeting the Attendance Slip enclosed herewith duly completed and signed for attending the meeting.
7. In the 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 voted through remote e-voting.
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 purposes only.
9. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking re-appointment at this AGM, and the directors whose remuneration is proposed to be revised at this AGM, is provided as an Annexure to this Notice.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members during the AGM.
11. The certificate from the Secretarial Auditor certifying that Company’s Employee Stock Option Plan is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and in accordance with the resolutions passed by the members of the Company will be available for inspection at the AGM.
12. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed entities can be transferred only in dematerialised form. In view of this, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact Link Intime India Private Limited, Registrar and Share Transfer Agents of the Company (**“Link Intime”**) or the Company for any assistance in this regard.

13. Members are requested to intimate the Company, queries, if any, regarding the Accounts at least 7 days before the AGM to enable the management to have the information ready at the meeting. The queries may be addressed to the Company Secretary – Ms. Pushpalatha Katkuri, Company Secretary and Compliance Officer, 106, 1<sup>st</sup> Floor, Ramanashree Arcade, 18 M.G. Road, Bangalore, Karnataka – 560 001, India, Ph.: 080- 2559 0801, E-mail: [shareholders@sisindia.com](mailto:shareholders@sisindia.com).
14. In terms of Sections 101 and 136 of the Act read with the rules made thereunder, the Notice of AGM, Annual Report along with Attendance Slip are being sent in electronic mode to members whose e-mail address is registered with the Company or the Depository Participant(s), unless the members have requested for hard copy of the report. Physical copies of the Notice of AGM, Annual Report and Attendance Slip are being sent by permitted mode to those members whose e-mail address is not registered with the Company or Depository Participant(s).
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, permanent account number, mandates, nominations, power of attorney, bank details viz., name of the bank, branch details, bank account number, MICR Code, IFSC Code etc., to their Depository Participants (“DPs”) in case the shares are held in electronic form and Link Intime in case the shares are held in physical form.
16. Members may note that the Notice and the Annual Report -2023-24 will also be available on the Company’s website [www.sisindia.com](http://www.sisindia.com), websites of the Stock Exchanges i.e., BSE Limited, and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
17. In terms of the provisions of Section 72 of the Act, members are entitled to make nominations in respect of the equity shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Link Intime in case the shares are held in physical form.
18. Members are requested to note that dividends remaining unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline. Members who wish to claim such dividends are requested to correspond with Link Intime for revalidation of warrants/ drafts or instructions and encash them before the due dates. Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
19. Members are requested to address all correspondence, including dividend related matters to Link Intime.
20. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its members to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (“CDSL”) on all the resolutions set forth in this Notice. The manner and process of e-voting remotely by members is provided in the instructions for e-voting which forms part of this Notice.
21. The remote e-voting period will commence on Wednesday, July 3, 2024 (IST 09:00 a.m.) and will end on Friday, July 5, 2024 (IST 05:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Monday, July 1, 2024, 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. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, July 1, 2024.
22. 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.
23. Resolutions passed by members through e-voting shall be deemed to have been passed as if they have been passed at the AGM.
24. Any person who becomes a member of the Company after sending the Notice and holding shares as on the cut-off date may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if a member is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
25. The Board of Directors has appointed Mr. Suryakant Kumar (ACS No. 27610, CP No. 10207), Company Secretary in Practice as the Scrutinizer to scrutinize

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the remote e-voting process and voting during the AGM, in a fair and transparent manner.

26. The Scrutinizer shall, not later than 48 hours after the conclusion of the AGM, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorised by the Chairman in writing, who shall countersign the same. The Scrutinizer's decision on the validity of the vote shall be final and binding.

27. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.sisindia.com](http://www.sisindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately. The results will also be communicated to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

28. The route map to reach the venue of the AGM is annexed.

### EXPLANATORY STATEMENT

#### PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

##### Item No. 4

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 ₹ 1,50,00,000 per annum. Subsequently, the members have approved, through a resolution passed by postal ballot, an increase in his remuneration to INR 1,60,50,000 per annum, effective June 1, 2023.

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 May 1, 2024 has recommended an increase in the remuneration of Mr. Rituraj Kishore Sinha from ₹ 1,60,50,000 per annum comprising of (a) fixed pay: ₹ 1,07,00,000 per annum; and (b) variable pay: ₹ 53,50,000 per annum to ₹ 1,73,34,000 per annum consisting of (a) fixed pay: ₹ 1,15,56,000 per annum, and (b) variable pay: ₹ 57,78,000 per annum, as detailed hereunder, effective June 1, 2024, subject to the approval of the members.

##### a) Fixed Pay:

Particulars	Amount per annum (₹ lacs)
Basic salary	51.03
Allowances	61.23
Perquisites	0.39
Statutory benefits viz., contribution to provident fund, leave encashment and medical insurance	2.91
<b>Total</b>	<b>115.56</b>

- b) **Variable Pay:** ₹ 57,78,000 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. 4 of the accompanying notice for the approval by the members.

None of the Directors, Key Managerial Personnel, or their respective relatives, except Mr. Sinha and his relatives Mr. Ravindra Kishore Sinha, Mrs. Rita Kishore Sinha, Ms. Rivoli Sinha, is in any way, concerned or interested, in the resolution set out at Item No. 4 of the accompanying notice.

##### Item No. 5

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 ₹ 70,00,000 per annum. Subsequently, the members have approved, through a resolution passed by postal ballot, an increase in his remuneration to INR 79,20,000 per annum, effective June 1, 2023.

Based on the recommendation of the Nomination and Remuneration Committee and considering his valuable contribution in development and upgradation of various critical business systems and the prevailing industry standards for managerial remuneration the Board of Directors, in its meeting held on May 1, 2024 has recommended an increase in the remuneration of Mr. Arvind Kumar Prasad from ₹ 79,20,000 per annum comprising of (a) fixed pay: ₹ 64,20,000 per annum, and (b) variable pay: ₹ 15,00,000 per annum to ₹ 1,00,00,000 per annum consisting of (a) fixed pay: ₹ 81,10,000 per annum, and (b) variable pay: ₹ 18,90,000 per annum, as detailed hereunder, effective June 1, 2024, subject to the approval of the members.

**a) Fixed Pay:**

Particulars	Amount per annum (₹ lacs)
Basic salary	35.60
Allowances	41.62
Statutory benefits viz., contribution to provident fund, leave encashment, gratuity and medical insurance	3.88
<b>Total</b>	<b>81.80</b>

- b) Variable Pay:** ₹ 18,90,000 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. 5 of the accompanying notice for the approval by the members.

None of the Directors, Key Managerial Personnel, or their respective relatives, except Mr. Arvind Kumar Prasad, is in any way, concerned or interested, in the resolution set out at Item No. 5 of the accompanying notice.

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

Name of the Director	Mrs. Rita Kishore Sinha (DIN: 00945652) Non-Executive Director	Ms. Rivoli Sinha (DIN: 05124090) Non-Executive Director	Mr. Rituraj Kishore Sinha (DIN : 00477256) Managing Director	Mr. Arvind Kumar Prasad (DIN : 02865273) Director Finance
Date of Birth and Age	July 6, 1953 70 Years	January 1, 1984 40 Years	November 29, 1980 43 Years	September 9, 1956 67 Years
Qualification	Bachelor's degree in arts (Hindi) and a bachelor's degree in law from Ranchi University	Bachelor's degree in Hotel Management from Les Roches Hotel School in Switzerland	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.
Date of First Appointment on the Board	March 31, 1995	November 2, 2022	April 24, 2017	April 24, 2017
Brief Resume	Mrs. Sinha has around 36 years of experience in the legal field and is presently enrolled with the Supreme Court Bar Association. She holds a bachelor's degree in arts (Hindi) and a bachelor's degree in law from Ranchi University.	Ms. Sinha is an entrepreneur and has more than 21 years of experience in the hospitality, Quick Service Restaurant and FMCG sectors. She graduated from the globally renowned Les Roches Hotel School in Switzerland.	Mr. 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.	Mr. Prasad has been associated with the Company since 1985 in various capacities. He holds Bachelor's degree in commerce from the University of Calcutta and an intermediate degree from the Institute of Chartered Accountants of India (ICAI).

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Name of the Director	Mrs. Rita Kishore Sinha (DIN: 00945652) Non-Executive Director	Ms. Rivoli Sinha (DIN: 05124090) Non-Executive Director	Mr. Rituraj Kishore Sinha (DIN : 00477256) Managing Director	Mr. Arvind Kumar Prasad (DIN : 02865273) Director Finance
		<p>She founded NurtureU Enterprises, which is one of the earliest start-ups in the health food sector. She has been instrumental in bringing the leading Australian retail chain, Boost Juice Bars, to India under the brand Joost Juice Bars. JOOST India has exponentially expanded to new locations in hospitals, gyms, highways, and airports. She has been strategizing the growth by providing a channelled pathway to A2dya Organics that has led to the success of the business.</p>	<p>Throughout his tenure, he has earned a strong reputation in the global security and business support services industry through strategic alliances and partnerships with global market leaders. 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 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 advisor to 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 &amp; 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.</p>	<p>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 in house 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 35 years of experience in the finance function, he brings a wealth of knowledge to his role.</p>
Nature of expertise in specific functional areas	Board Experience, Legal Experience, Strategy and Planning and Subject Expertise	Finance, Leadership, Strategy and Planning, Board Experience and Subject Expertise	Finance, Governance, 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

Name of the Director	Mrs. Rita Kishore Sinha (DIN: 00945652) Non-Executive Director	Ms. Rivoli Sinha (DIN: 05124090) Non-Executive Director	Mr. Rituraj Kishore Sinha (DIN : 00477256) Managing Director	Mr. Arvind Kumar Prasad (DIN : 02865273) Director Finance
Terms of re-appointment	Non-Executive Director, liable to retire by rotation	Non-Executive Director, liable to retire by rotation	Managing Director, liable to retire by rotation	Whole-time Director, liable to retire by rotation
No. of Board Meetings attended during the year as a Director	5 (five)	5 (five)	5 (five)	5 (five)
Relationship with Directors and Key Managerial Personnel	1. Spouse of Mr. Ravindra Kishore Sinha, Chairman 2. Mother of Mr. Rituraj Kishore Sinha, Managing Director and Ms. Rivoli Sinha, Non-Executive Director	1. Daughter of Mr. Ravindra Kishore Sinha, Chairman and Mrs. Rita Kishore Sinha, Non-Executive Director 2. Sibling of Mr. Rituraj Kishore Sinha, Managing Director	1. Son of Mr. Ravindra Kishore Sinha, Chairman and Mrs. Rita Kishore Sinha, Non-Executive Director 2. Sibling of Ms. Rivoli Sinha, Non-Executive Director	None
Directorships held in other Companies as on March 31, 2024	1. SMC Integrated Facility Management Solutions Ltd. 2. Tech SIS Ltd. 3. SLV Security Services Pvt. Ltd. 4. SIS Synergistic Adjacencies Ventures Pvt. Ltd. 5. Maha Manav Mritunjay Institute of Yoga & Alternative Medicine Ltd. 6. Mritunjay Educational Foundation Ltd. 7. SIS Group Enterprises Ltd. 8. SIS Asset Management Ltd. 9. Adi Chitragupta Finance Ltd.	1. SMC Integrated Facility Management Solutions Ltd. 2. Dusters Total Solutions Services Pvt. Ltd. 3. Adi Chitragupta Finance Ltd. 4. Ritu Raj Resorts Ltd. 5. SIS Asset Management Ltd. 6. Lotus Learning Pvt. Ltd. 7. Vardan Overseas Pvt. Ltd. 8. Sunrays Overseas Pvt. Ltd. 9. SIS Group Enterprises Ltd.	1. Dusters Total Solutions Services Pvt. Ltd. 2. Adi Chitragupta Finance Ltd. 3. SIS Alarm Monitoring and Response Services Pvt. Ltd. 4. SIS Asset Management Ltd. 5. Tech SIS Ltd. 6. SMC Integrated Facility Management Solutions Ltd. 7. Terminix SIS India Pvt. Ltd.	1. Security Skills Council (India) Ltd. 2. Adi Chitragupta Finance Ltd.
Membership/ Chairpersonship of the Committees of the Board	None	None	Adi Chitragupta Finance Ltd	None
Remuneration last drawn during the financial year 2023 – 24#	₹ 5,00,000	₹ 5,00,000	₹ 1,27,66,883	₹ 70,29,308
Number of Equity Shares held in the Company as on March 31, 2024	2,30,89,865	46,82,510	1,55,09,033	3,20,979

Notes: 1. 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.

2. The Committee Memberships and Chairmanships only include Audit Committee and Stakeholders' Relationship Committee.

# Sitting fees paid for attending the meetings of the Board.

## I. GENERAL INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING

- i. The remote e-voting period begins on Wednesday, July 3, 2024 at 09:00 A.M. and ends on Friday, July 5, 2024 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date Monday, July 1, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for e-voting thereafter.
- ii. Shareholders who have already voted through remote e-voting prior to the meeting date would not be entitled to vote during the meeting.
- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 are 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.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li></ol>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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: Shareholders 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	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

### III. INSTRUCTIONS FOR E-VOTING – PROCESS AND MANNER FOR E-VOTING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING IN DEMAT FORM & SHAREHOLDERS HOLDING IN PHYSICAL FORM

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on “Shareholders / Members” tab.
- (iii) 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.
- (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](http://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:

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**For Shareholders holding shares in Demat Form other than Individual and Physical Form**

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PAN Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by the Registrar of the Company or contact the Registrar/Company.

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.

- 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 as stated above (iii).

- (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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If 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) Facility for Non – Individual Shareholders and Custodians –Remote Voting
  - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- c. 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.
- d. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- e. 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.
- f. Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company at the email address viz; [shareholders@sisindia.com](mailto:shareholders@sisindia.com) (designated email address by the Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

#### **IV. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE DEPOSITORIES**

- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- b) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
- c) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.





**SIS LIMITED**

CIN- L75230BR1985PLC002083

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

Ph. No. +91 612 226 6666

Website: [www.sisindia.com](http://www.sisindia.com) E-mail: [shareholders@sisindia.com](mailto:shareholders@sisindia.com)

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s): .....

Registered address: .....

E-mail Id: .....

Folio No. / Client Id: .....

DP ID: .....

I/We, being the member (s) of ..... shares of SIS Limited, hereby appoint

1. Name:..... Address:.....

E-mail ID:..... Signature: ..... or failing him/her

2. Name:..... Address:.....

E-mail ID:..... Signature: ..... or failing him/her

3. Name:..... Address:.....

E-mail ID:..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40<sup>th</sup> Annual General Meeting of the company, to be held on Saturday, July 6, 2024 at 12:00 Noon (IST) at Hotel Maurya, Fraser Road, Patna- 800 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

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

S. No.	Resolution	Vote (Optional, see Note 2)	
		For	Against
<b>Ordinary business</b>			
1	To receive, consider and adopt the audited financial statements of the Company (including the audited consolidated financial statements) for the financial year ended March 31, 2024, together with the reports of the Board of Directors and the Auditors thereon.		
2	To appoint a director in place of Mrs. Rita Kishore Sinha (DIN: 00945652), who retires by rotation and being eligible, offers -herself for re-appointment.		
3	To appoint a director in place of Ms. Rivoli Sinha (DIN: 05124090), who retires by rotation and being eligible, offers -herself for re-appointment.		
<b>Special business</b>			
4	To consider and approve the revision in the remuneration of Mr. Rituraj Kishore Sinha (DIN: 00477256), Managing Director of the Company.		
5	To consider and approve the revision in the remuneration of Mr. Arvind Kumar Prasad (DIN: 02865273), Whole Time Director (designated as Director Finance) of the Company.		

Signed this ..... day of..... 2024

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

Signature of Member

Signature of Proxyholder(s)

**Notes:**

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



A Market Leader in  
Security, Cash Logistics  
& Facility Management

**SIS LIMITED**

CIN- L75230BR1985PLC002083

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

Ph. No. +91 612 226 6666

Website: [www.sisindia.com](http://www.sisindia.com) E-mail: [shareholders@sisindia.com](mailto:shareholders@sisindia.com)

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

**ATTENDANCE SLIP**

Folio No.....DP ID .....Client ID.....

Number of shares held:.....

I/We hereby record my/our presence at the 40<sup>th</sup> Annual General Meeting of SIS Limited held on Saturday, July 6, 2024 at 12:00 Noon (IST) at Hotel Maurya, Fraser Road, Patna- 800 001.

.....  
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 Saturday, July 6, 2024 at 12:00 Noon (IST)

## Venue

Hotel Maurya, Fraser Road, Patna – 800 001

