



**SIS LIMITED**

**CIN - L75230BR1985PLC002083**

**Registered 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)**

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## **POSTAL BALLOT NOTICE**

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

**NOTICE** is hereby given pursuant to Sections 108, 110 and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the Companies (Management and Administration) Rules, 2014 (“**Rules**”) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being and General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”), that the resolution for the alteration of the Articles of Association of the Company is proposed for the approval of the members of SIS Limited (“**Company**”) through postal ballot by remote e-voting process (“**e-voting**”).

The members shall exercise their right to vote on the matters included in the Notice of Postal Ballot (“**Notice**”) through electronic means i.e., the e-voting services provided by Central Depository Services (India) Limited (“**CDSL**”). **The e-voting period commences on Saturday, November 30, 2024 at 9.00 A.M. IST and ends on Sunday, December 29, 2024 at 5.00 P.M. IST.** Members are requested to carefully read the instructions given in this Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process no later than 5.00 P.M. IST on December 29, 2024. Remote e-voting will be blocked by CDSL immediately thereafter and will not be allowed beyond the said date and time.

### **Resolution:**

#### **Item No. 1: Alteration of the Articles of Association 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 14 of the Companies Act, 2013 and other applicable provisions (including any amendments thereto or re-enactment thereof) and subject to such other approvals, permissions and consents as may be required, the approval of the Members be and is hereby accorded for the alteration of the Articles of Association of the Company (“**Articles**”) in the manner set out herein below:

**To insert the following Article 31 after Article 30:**

*“31. Notwithstanding anything to the contrary contained in these Articles, pursuant to Regulation 23(6) read along with Regulation 2(1)(r) of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“NCS Regulations”), a debenture trustee has the right to nominate any person to be appointed on the Board of the Company in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 and such nominated person shall be appointed as a Director on the Board of Directors of the Company, at the earliest and not later than one month from the date of receipt of nomination from the debenture trustee(s).”*

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all requisite, incidental, consequential steps to implement the above resolution and to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution.”

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

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

**Sd/-  
Pushpalatha Katkuri  
Company Secretary**

**Place** : Bangalore

**Date** : November 25, 2024

**NOTES:**

1. The explanatory statement pursuant to Sections 102 and 110 of the Act, along with details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), stating all material facts and the reasons for the proposal set out in Resolution No. 1 is annexed herewith.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. The Postal Ballot Notice is being sent to the members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Monday, November 25, 2024 (“**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, login ID and password for remote e-voting.
3. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at [www.sisindia.com](http://www.sisindia.com), the 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).

4. In accordance with the provisions of the MCA Circulars, members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to members for this postal ballot. Members whose names appear on the Register of Members/List of Beneficial Owners as on Monday, November 25, 2024 will be entitled to cast their votes by e-voting.
5. Resolutions passed through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
6. 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.
7. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, 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.
8. 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 December 29, 2024, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the member.
9. The Board has appointed Sudhir Vishnupant Hulyalkar, Company Secretary in Practice (Membership No. FCS 6040) (CP No. 6137), Practicing Company Secretaries, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot/e-voting process in a fair and transparent manner.
10. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the votes cast through e-voting. Based on the Scrutinizer's Report, the Results of the e-voting will be announced on or before December 31, 2024. The declared Results, along with the Scrutinizer's Report, will be displayed on the Company's website under the section 'Investors' (<https://sisindia.com/investor-information/>), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on December 29, 2024, i.e., the last date specified for the receipt of votes through the e-voting process.
12. The amended Articles of Association of the Company will be available for inspection electronically on all working days until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an e-mail to [shareholders@sisindia.com](mailto:shareholders@sisindia.com).

## 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 Saturday, November 30, 2024.
- b. End of e-voting – 05:00 P.M. (IST) on Sunday, December 29, 2024.

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**

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.

- (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 above said 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"><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></ol>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from 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.</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: <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.</p> <p>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>.</p> <p>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.</p>
<p>Individual Shareholders (holding securities in</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to</p>

demat mode) login through their <b>Depository Participants</b>	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.
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**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**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members 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 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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

**B. 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. 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](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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>
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PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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).</li> </ul>

- (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) **Facility for Non – Individual Shareholders and Custodians –For Remote Voting**
- 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.
  - 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).
  - 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 will be mapped automatically & can be delink in case of any wrong mapping.
  - 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](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.

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

1. 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.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)



3. 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.**

## EXPLANATORY STATEMENT

### PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

#### **Item No. 1:**

#### **Alteration of the Articles of Association of the Company**

The board of directors, in their meeting held on November 25, 2024, approved the issue of non-convertible debentures of upto INR 250 crores on a private placement basis in one or more tranches to eligible investors to refinance certain outstanding borrowings.

In accordance with the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“SEBI NCS Regulations”), listed entities proposing to issue any listed debt securities must ensure that their Articles of Association authorise the Board of Directors to appoint the person nominated by the debenture trustee(s) in compliance with the SEBI (Debenture Trustees) Regulations, 1993. Furthermore, in the event of a default in payment of interest or repayment of principal on listed debt securities, issuers are required to appoint the person nominated by its debenture trustee(s) as a director on their Board within one month of receiving such a nomination.

Accordingly, the Board of Directors, in their meeting held on November 25, 2024, approved the alteration of articles of association of the Company to incorporate the required changes under the SEBI NCS Regulations, subject to the approval of the members.

As per Section 14 of the Companies Act, 2013, any alteration of the Articles of Association requires approval of the members.

The proposed amendments to the Articles of Association (“AoA”) of the Company are provided in the resolution.

The Board recommends the resolution as set out in Item No. 1 of the accompanying Notice as a special resolution for approval of the members.

None of the Directors and 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

**Place** : Bangalore  
**Date** : November 25, 2024

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

Sd/-  
**Pushpalatha Katkuri**  
**Company Secretary**