



**SIS LIMITED**

**CIN - L75230BR1985PLC002083**

**Registered Office- Annapoorna Bhawan, Telephone Exchange Road, Kurji, Patna- 800 010, Bihar**

**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 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 resolutions for the (i) Re-appointment of Mr. Upendra Kumar Sinha (DIN: 00010336) as an Independent Director of the Company; and (ii) Re-appointment of Ms. Vrinda Sarup (DIN: 03117769) as an Independent Director of the Company are 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 February 8, 2025 at 9.00 A.M. IST and ends on Sunday, March 9, 2025 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 March 9, 2025. Remote e-voting will be blocked by CDSL immediately thereafter and will not be allowed beyond the said date and time.

### **SPECIAL BUSINESS:**

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

**Re-appointment of Mr. Upendra Kumar Sinha (DIN: 00010336) as an Independent 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 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. Upendra Kumar Sinha (DIN: 00010336), 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 5 years effective June 29, 2025, 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 Ms. Vrinda Sarup (DIN: 03117769) as an Independent 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 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, Ms. Vrinda Sarup (DIN: 03117769), 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 re-appointed as an Independent Director of the Company for a second term of 5 years effective June 20, 2025, 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.”

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

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

**Pushpalatha Katkuri  
Company Secretary**

**Place** : New Delhi

**Date** : January 28, 2025

**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 and 2 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 **Friday, January 31, 2025 (“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 January 31, 2025 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 March 9, 2025, 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 Mr. Sudhir Vishnupant Hulyalkar, Company Secretary in Practice (Membership No. FCS 6040, CP No. 6137), 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 March 11, 2025. 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 March 9, 2025, i.e., the last date specified for the receipt of votes through the e-voting process.
12. 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.

## 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, February 8, 2025.
- b. End of e-voting – 05:00 P.M. (IST) on Sunday, March 9, 2025.

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>	<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>
<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	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 <b>OR</b> 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 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, 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:**

#### **Re-appointment of Mr. Upendra Kumar Sinha (DIN: 00010336) as an Independent Director of the Company**

Mr. Upendra Kumar Sinha was appointed as an Independent Director of the Company for a period of 3 years to hold office until June 28, 2025. He is due for retirement from the first term as an Independent Director on June 28, 2025. As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each. Mr. Sinha fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the SEBI Listing Regulations.

Based on his knowledge, experience, expertise and substantial contribution and time commitment and taking into account the performance evaluation, the Nomination and Remuneration Committee has recommended to the Board his re-appointment for a further period of 5 years.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on January 28, 2025, approved the re-appointment of Mr. Upendra Kumar Sinha as an Independent Director for a second term of 5 years with effect from June 29, 2025, subject to the approval of the members.

The Company has received a declaration from Mr. Upendra Kumar Sinha confirming that he 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 (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. He 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. Upendra Kumar Sinha possesses the relevant experience /expertise and fulfills 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. Upendra Kumar Sinha 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. Upendra Kumar Sinha 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. Upendra Kumar Sinha 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. Upendra Kumar Sinha, 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. 2:**

**Re-appointment of Ms. Vrinda Sarup (DIN: 03117769) as an Independent Director of the Company**

Ms. Vrinda Sarup was appointed as an Independent Director of the Company for a period of 2 years to hold office until June 19, 2025. She is due for retirement from the first term as an Independent Director on June 19, 2025. As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each. Ms. Vrinda Sarup fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the SEBI Listing Regulations.

Based on her knowledge, experience and contribution and taking into account the performance evaluation, the Nomination and Remuneration Committee has recommended to the Board her re-appointment for a further period of 5 years.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on January 28, 2025, approved the re-appointment of Ms. Vrinda Sarup (DIN: 03117769) as an Independent Director for a second term of 5 years with effect from June 20, 2025, subject to the approval of the members.

The Company has received a declaration from Ms. Vrinda Sarup confirming that she 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 (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. She has also confirmed that she 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, Ms. Vrinda Sarup 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 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 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 Ms. Vrinda Sarup would be of immense benefit to the Company and accordingly recommends her re-appointment as an Independent Director for the approval by the members.

Except Ms. Vrinda Sarup, 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.

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

**Place** : New Delhi  
**Date** : January 28, 2025

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

**Pushpalatha Katkuri**  
**Company Secretary**

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

**Mr. Upendra Kumar Sinha (DIN: 00010336)**

Mr. Upendra Kumar Sinha served as the Chairman of the Securities and Exchange Board of India (SEBI) for a period over six years between 2011 and 2017. During his stewardship, SEBI was credited with having brought in significant regulatory amendments in areas such as Takeover Code, Foreign Portfolio Investors, Alternate Investment Funds, REITs, InVITs., Corporate Governance etc. Prior to this, Mr. Sinha was the Chairman and Managing Director at UTI Asset Management Company Pvt. Ltd. from 2005 until February 2011.

Preceding this, he was the Joint Secretary in the Department of Economic Affairs at the Ministry of Finance looking after Banking Division and Capital Markets Divisions.

Besides the above, Mr. Sinha has held various important portfolios as enumerated below:

- Director of UTI Ventures, IFCI Ltd, Central Bank of India, SIDBI, Bank of Baroda and Pension Funds Regulatory & Development Authority.
- He was responsible for drafting the SEBI (Amendment) Act, 2002, UTI (Repeal) Act, 2002, Securities Law Amendment Bills 2004 and 2014 and the PFRDA Bill 2005.
- Chairman of Association of Mutual Funds in India.
- Chairman of Asia Pacific Regional Committee of the International Organisation of Securities Commissions IOSCO
- Chaired the following important committees:
  - The Ministry of Finance appointed a committee on foreign portfolio flows in the year 2010;
  - Reserve Bank of India appointed a committee on MSMEs in the year 2019;
  - Insolvency & Bankruptcy Board of India appointed a committee on group insolvency in the year 2020.

Mr. Sinha was conferred with many awards for his enormous contribution as SEBI Chairman viz. CNBC-TV18 India Business Leader Awards (IBLA) – Outstanding Contribution to Indian Business Award 2014 and Economic Times - Business Reformer of the Year Award 2014, to name a few.

Mr. Sinha has written several articles on the securities markets, mutual funds, corporate governance, ESG, pension reforms, etc. and published books on “Going Public: my time in SEBI”- Penguin Random House in 2019 and “Treatise on securities laws”-Thomson Reuters in 2021.

**Date of birth and Age:** March 2, 1952, 72 Years

**Qualification:** Master’s degree in science and Bachelor’s degree in law (LLB).

**Date of First Appointment on the Board:** June 29, 2022

**Nature of expertise in specific functional areas:** Strategy and Planning, Governance, Finance, Leadership, Board Experience, Risk Management and Subject Expertise

**Skills and Capabilities for the role and the manner in which the proposed person meets such requirements:** Refer to Item No. 1 of the explanatory statement

**Terms of re-appointment:** As per the resolution in Item No. 1 of this Notice read with the explanatory statement thereto.

**No. of Board Meetings attended during the year (FY 2024-25) as a Director:** Mr. Sinha has attended 7 meetings out of 7 Board meetings till January 28, 2025. The attendance details pertaining to FY 2024 are available in the Annual Report 2023-24.

**Remuneration last drawn during FY2023-24 (in INR):** 31,95,200\*

**Number of Equity Shares held in the Company:** Nil

**Relationship with Directors and Key Managerial Personnel:** None

**Details of resignation from listed entities in past three years:**

1. Vedanta Limited
2. Housing Development Finance Corporation Limited

**Directorships held in other Companies:**

1. Havells India Limited
2. Cube Highways Fund Advisors Private Limited
3. New Delhi Television Limited
4. NDTV Networks Limited
5. NDTV Labs Limited
6. Nippon Life India Asset Management Limited

**Membership/Chairpersonship of the other Board Committees:**

1. Havells India Limited	<ul style="list-style-type: none"><li>• Chairman of Audit Committee</li></ul>
2. Cube Highways Fund Advisors Private Limited	<ul style="list-style-type: none"><li>• Chairman of Audit Committee</li><li>• Chairman of Nomination and Remuneration Committee</li><li>• Member of Stakeholders Relationship Committee</li></ul>
3. New Delhi Television Limited	<ul style="list-style-type: none"><li>• Member of Nomination and Remuneration Committee</li></ul>
4. NDTV Networks Limited	<ul style="list-style-type: none"><li>• Chairman of Nomination and Remuneration Committee</li><li>• Member of Audit Committee</li></ul>
5. NDTV Labs Limited	<ul style="list-style-type: none"><li>• Member of Audit Committee</li><li>• Member of Nomination and Remuneration Committee</li></ul>
6. Nippon Life India Asset Management Limited	<ul style="list-style-type: none"><li>• Member of Audit Committee</li><li>• Member of Nomination and Remuneration Committee</li><li>• Member of Risk Management Committee</li></ul>

**Ms. Vrinda Sarup (DIN: 03117769)**

Ms. Vrinda Sarup is a retired IAS officer with over 37 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 & Vocational Education, State Project Director Education for All Projects and served as Collector and District Magistrate at the district level.

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.

Ms. Sarup joined the Indian Administrative Service in 1981. 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. She 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 and ITC Hotels Limited. Additionally, she is actively involved with several NGOs in the education and social development sectors.

**Date of birth and Age:** December 27, 1956, 68 Years

**Qualification:** Master's degree in history from Delhi University

**Date of First Appointment on the Board:** June 20, 2023

**Nature of expertise in specific functional areas:** Finance, Governance and Board Experience

**Skills and Capabilities for the role and the manner in which the proposed person meets such requirements:** Refer to Item No. 2 of the explanatory statement

**Terms of re-appointment:** As per the resolution in Item No. 2 of this Notice read with the explanatory statement thereto.

**No. of Board Meetings attended during the year (FY 2024-25) as a Director:** Ms. Sarup has attended 6 meetings out of 7 Board meetings till January 28, 2025. The attendance details pertaining to FY 2024 are available in the Annual Report 2023-24.

**Remuneration last drawn during FY2023-24 (in INR):** 5,00,000\*

**Number of Equity Shares held in the Company:** Nil

**Relationship with Directors and Key Managerial Personnel:** None

**Details of resignation from listed entities in past three years:** Nil

**Directorships held in other Companies:**

1. International Travel House Limited
2. ITC Hotels Limited

**Membership/Chairpersonship of the other Board Committees:**



1. ITC Hotels Limited	<ul style="list-style-type: none"> <li>• Chairperson of Nomination and Remuneration Committee</li> <li>• Member of CSR and Sustainability Committee</li> </ul>
2. International Travel House Limited	<ul style="list-style-type: none"> <li>• Chairperson of Nomination and Remuneration Committee</li> <li>• Member of Audit Committee</li> <li>• Member of Stakeholders Relationship Committee.</li> </ul>

*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.*