

## **SIS LIMITED**

**CIN:** L75230BR1985PLC002083

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

**Phone 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 2024-25**

**NOTICE** is hereby given that the Forty First Annual General Meeting ("41<sup>st</sup> AGM"/ "AGM") of SIS Limited will be held on Friday, July 4, 2025, at 12:00 Noon (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") 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, 2025, together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Ravindra Kishore Sinha (DIN: 00945635), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Rituraj Kishore Sinha (DIN: 00477256), who retires by rotation and being eligible, offers himself 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 ₹ 1,73,34,000 per annum comprising of (a) fixed pay: ₹ 1,15,56,000 per annum; and (b) variable pay: ₹ 57,78,000 per annum to ₹ 2,40,00,000 per annum consisting of (a) fixed pay: ₹ 1,73,00,000 per annum, and (b) variable pay: ₹ 67,00,000 per annum effective June 1, 2025, on the terms and conditions as set out in the explanatory statement.

**RESOLVED FURTHER THAT**, notwithstanding anything to the contrary contained herein, 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 appointment of Secretarial Auditor of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the members be and is hereby accorded to appoint Mr. Sudhir Vishnupant Hulyalkar (FCS No. 6040 and CP No. 6137), a Peer Reviewed Company

## Notice (Contd.)

Secretary, as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years, commencing from the financial year 2025-26 to financial year 2029-30, at such remuneration as may be decided by the Board of Directors from time to time in consultation with the Auditor.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this Resolution."

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

Sd/-

**Pushpalatha Katkuri**  
Company Secretary

Place: New Delhi  
Date: May 1, 2025

**NOTES:**

1. The Ministry of Corporate Affairs, Government of India ("MCA") has, vide its circular No. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars"), allowed inter-alia the conducting of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") facilities on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020.

The Securities and Exchange Board of India ("SEBI") has also, vide its Circular No. SEBI/HO/CFD/CFDPoD-2/P/ CIR/2024/133 dated October 3, 2024 ("SEBI Circular"), provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In compliance with these Circulars, the provisions of the Act and SEBI Listing Regulations, the 41<sup>st</sup> AGM of the Company is being conducted through the VC/OAVM facility without the physical presence of members at a common venue. The deemed venue for the 41<sup>st</sup> AGM shall be the registered office of the Company.

2. An explanatory statement pursuant to Section 102(1) of the Act, stating all material facts and the reasons for the proposal set out in Item No. 4 & 5, is annexed herewith.

The relevant details, as set out under Item Nos. 2 & 3 of the Notice pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Directors seeking re-appointment and the Directors whose remuneration is proposed to be revised at 41<sup>st</sup> AGM are also part of this Notice.

3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the Company. Since the AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxy (ies) by the Members under Section 105 of the Act will not be available and hence, the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice.

However, Institutional/ Corporate Members are entitled to appoint authorised representatives to attend the 41<sup>st</sup> AGM through VC/ OAVM and cast their votes through e-voting. Institutional/ Corporate Members are requested to send a scanned copy (PDF format) of the Board Resolution/Power of Attorney/ Authorisation Letter as applicable authorising their representative to attend and vote at the 41<sup>st</sup> AGM, pursuant to Section 113 of the Act, to [shareholders@sisindia.com](mailto:shareholders@sisindia.com) or upload at the time of e-voting or send it to the scrutiniser by e-mail at [suryakantkumar8@gmail.com](mailto:suryakantkumar8@gmail.com).

4. 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.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the SS-2 issued by the ICSI, Regulation 44 of the SEBI Listing Regulations, and the Circulars issued by the MCA dated April 8, 2020, April 13, 2020, May 5, 2020 September 25, 2023 and September 19, 2024, the Company is providing facility for remote e-Voting to its Members in respect of the business to be transacted at the AGM and to those Members participating in the AGM, to cast their vote through the e-Voting system during the AGM.

For this purpose, please note that Central Depository Services (India) Limited ('CDSL') has been engaged to facilitate the participation of the Members in the AGM and to provide e-voting facility (remote e-voting prior to AGM and e-voting during the AGM) for casting the votes electronically on all 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.

6. Members who have still not registered their email IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register their email IDs with the Company by sending an email to Compliance Officer of the Company at [shareholders@sisindia.com](mailto:shareholders@sisindia.com) and/ or by sending a request to MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), Registrar and Share Transfer Agents of the Company ("MUFG Intime") through email at [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) or contact at +91 22 4918 6200. The registered e-mail address will be used for sending future communications.
7. 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.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and all other documents referred to in the Notice, will be available for inspection by the members during the AGM in electronic mode and same may be accessed upon logging in to [www.evotingindia.com](http://www.evotingindia.com).
9. 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 also be made available for inspection during the AGM in electronic mode and can be accessed upon logging in to [www.evotingindia.com](http://www.evotingindia.com).
10. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed entities can be transferred only in dematerialized form. In view of this, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact MUFG Intime, Registrar and Share Transfer Agents of the Company or the Company for any assistance in this regard.

Members are requested to intimate the Company, queries, if any, regarding the Accounts and operations of the Company at least 7 days before the AGM so that relevant information may be made available. The queries may be addressed to 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).

11. In compliance with the aforementioned provisions of the Act and the SEBI Listing Regulations, the Notice of AGM, Annual Report along with login details for joining the AGM through VC/ OAVM facility including e-voting are being sent in electronic mode to members whose e-mail address is registered with the Company or the Depository Participant(s) or Registrar and Transfer Agent, unless the members have requested for hard copy of the report by sending a request to the Company at [shareholders@sisindia.com](mailto:shareholders@sisindia.com), and providing their Folio No./ DP ID and Client ID. A letter containing the web link and the exact path to access the complete details of the Annual Report is being sent to members who have not registered their email address with the Company, the Depository Participant(s) or Registrar and Transfer Agent.

Members may note that the Notice and the Annual Report 2024-25 will also be available on the Company's website at [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).

12. 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 MUFG Intime in case the shares are held in physical form.
13. 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 MUFG Intime in case the shares are held in physical form.

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14. 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 MUFG 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).
15. Members are requested to address all correspondence, including dividend related matters to MUFG Intime.
16. The remote e-voting period will commence on Tuesday, July 1, 2025 (IST 09:00 a.m.) and will end on Thursday, July 3, 2025 (IST 05:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, June 28, 2025, 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. Saturday, June 28, 2025.
17. 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. The e-voting during the AGM is integrated with the VC platform. Members may click on the voting icon to cast their votes.
18. Only those members, who are attending the e-AGM and have not casted their vote on the resolutions through remote e-voting and who are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
19. Resolutions passed by members through e-voting shall be deemed to have been passed as if they have been passed on the date of AGM.
20. 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.
21. The Board of Directors has appointed Mr. Suryakant Kumar (ACS No. 27610, CP No. 10207), Company Secretary in Practice, as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM, in a fair and transparent manner.
22. 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 authorized 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.
23. 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.
24. All documents referred in the accompanying Notice and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company on all working days up to the date of AGM between 11:00 A.M. to 02:00 P.M. (IST).
25. The recorded transcript of the forthcoming AGM shall be maintained by the Company and also be made available on the website of the Company at [www.sisindia.com](http://www.sisindia.com) at the earliest, soon after the conclusion of the Meeting.

**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	<b>Mr. Ravindra Kishore Sinha</b> <b>(DIN: 00945635)</b> <b>Chairman</b>	<b>Mr. Rituraj Kishore Sinha</b> <b>(DIN: 00477256)</b> <b>Managing Director</b>
Date of Birth and Age	September 22, 1951 73 Years	November 29, 1980 44 Years
Qualification	Bachelor's degree in arts from Magadh University	Bachelor's degree in arts from University of Leeds
Date of First Appointment on the Board	January 2, 1985	April, 24, 2017
Brief Resume	Mr. Sinha, the promoter of the Company, has been associated with it since incorporation. He has over 38 years of experience in the security services business. He served as a Member of Parliament (Rajya Sabha) from Bihar from April 2014 to April 2020 and acted as an advisor to the Ministry of Human Resource Development, Government of India.	<p>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.</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.</p> <p>He has also been the driving force behind several transformative transactions. Mr. Sinha actively engages with the government on matters pertaining to the private security industry and its extensive workforce. His exceptional abilities have been recognized by various prestigious platforms, including being featured as a YOUNG TURKS 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>

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Name of the Director	<b>Mr. Ravindra Kishore Sinha</b> <b>(DIN: 00945635)</b> <b>Chairman</b>	<b>Mr. Rituraj Kishore Sinha</b> <b>(DIN: 00477256)</b> <b>Managing Director</b>
<b>Nature of expertise in specific functional areas</b>	Finance, Governance, Leadership, Board Experience, Strategy and M&A, Risk Management, Marketing, Supply chain, Sustainability and Subject Expertise	Finance, Governance, Leadership, Board Experience, Strategy and M&A, Risk Management, Marketing, Supply Chain, Sustainability, and Subject Expertise
<b>Terms of re-appointment</b>	Chairman, liable to retire by rotation	Managing Director, liable to retire by rotation
<b>No. of Board Meetings attended during the year as a Director</b>	6 (Six)	7 (Seven)
<b>Relationship with Directors and Key Managerial Personnel</b>	1. Spouse of Mrs. Rita Kishore Sinha, Non-Executive Director 2. Father of Mr. Rituraj Kishore Sinha, Managing Director and Ms. Rivoli Sinha, Non-Executive 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
<b>Directorships held in other Companies as on March 31, 2025</b>	1. SIS Prosegur Holdings Private Limited 2. Adi Chitragupta Finance Limited 3. ACFL Home Loan Limited 4. SIS Group Enterprises Limited 5. SIS Prosegur Cash Logistics Private Limited 6. SIS Asset Management Limited 7. SMC Integrated Facility Management Solutions Limited 8. Terminix SIS India Private Limited 9. Ritu Raj Resorts Limited	1. Dusters Total Solutions Services Private Limited 2. Adi Chitragupta Finance Limited 3. SIS Alarm Monitoring and Response Services Private Limited 4. SIS Asset Management Limited 5. SMC Integrated Facility Management Solutions Limited 6. Terminix SIS India Private Limited 7. SIS Cash Services Limited 8. SIS Prosegur Holdings Private Limited 9. SIS Prosegur Cash Logistics Private Limited
<b>Membership/ Chairpersonship of the Committees of the Board</b>	Nil	SIS Limited: Member of Stakeholders' Relationship Committee Adi Chitragupta Finance Ltd: Member of Audit Committee
<b>Remuneration last drawn during the financial year 2024 - 25</b>	₹ 3,26,26,434	₹ 1,57,32,004
<b>Number of Equity Shares held in the Company as on March 31, 2025</b>	5,66,18,087	1,61,03,533

**Notes:**

- The Directorships, Committee Memberships and Chairpersonships do not include positions in foreign companies, private companies (which are not subsidiaries of public companies), Section 8 Companies & Limited Liability Partnerships.
- The Committee Memberships and Chairpersonships only include Audit Committee and Stakeholders' Relationship Committee.

## 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 approved an increase in his remuneration enhancing it to ₹ 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, effective June 1, 2023 and further to ₹ 1,73,34,000 per annum comprising of (a) fixed pay: ₹ 1,15,56,000 per annum; and (b) variable pay: ₹ 57,78,000 per annum effective June 1, 2024.

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, 2025 has recommended an increase in the remuneration of Mr. Rituraj Kishore Sinha from ₹ 1,73,34,000 per annum comprising of (a) fixed pay: ₹ 1,15,56,000 per annum; and (b) variable pay: ₹ 57,78,000 per annum to ₹ 2,40,00,000 per annum consisting of (a) fixed pay: ₹ 1,73,00,000 per annum, and (b) variable pay: ₹ 67,00,000 per annum, as detailed hereunder, effective June 1, 2025, subject to the approval of the members.

#### a) Fixed Pay:

	Amount per annum (₹ lacs)
Basic salary	58.88
Allowances	70.67
Perquisites	0.39
Statutory benefits viz., contribution to provident fund and leave encashment	3.06
Medical insurance	40.00
<b>Total</b>	<b>173.00</b>

#### b) Variable Pay: ₹ 67,00,000 per annum payable subject to the achievement of certain financial parameters as determined by the Nomination and Remuneration Committee from time to time.

The remuneration payable to the 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

In view of the recent amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Auditor is now required to be appointed for a fixed term of five consecutive years. Accordingly, in compliance with the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, in its meeting held on May 1, 2025 has recommended the appointment of Mr. Sudhir Vishnupant Hulyalkar, a Peer Reviewed Company Secretary, as the Secretarial Auditor of the Company for a period of 5 (five) consecutive years, commencing from the financial year 2025-26 to financial year 2029-30.



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The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Mr. Sudhir Vishnupant Hulyalkar, a fellow Member of the Institute of Company Secretaries of India (Membership No: F6040 and CP No. 6137) engaged in the practice of the profession of Company Secretary for more than 21 years. The practicing unit of Mr. Sudhir is peer reviewed (Peer Review Certificate No. 6166/2024 and also quality reviewed by Quality Review Board constituted under Section 29 A of the Company Secretaries Act, 1980.

The Board believes that his experience of conducting Secretarial Audit of other companies and knowledge of the legal and regulatory framework will be invaluable to the Company in ensuring continued adherence to compliance requirements under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

It is further proposed that the remuneration payable to the Secretarial Auditor be determined, from time to time, by the Board.

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, is in any way, concerned or interested, in the resolution set out at Item No. 5 of the accompanying notice.

### INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:


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

- i. The remote e-voting period begins on Tuesday, July 1, 2025 at 09:00 A.M. (IST) and ends on Thursday, July 3, 2025 at 05:00 P.M. (IST) During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date Saturday, June 28, 2025 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:

#### 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 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 users to login to Easi/ Easiest are requested to visit CDSL website  <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> </ol>



Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. 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>
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 or joining virtual meeting &amp; voting during the meeting.</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 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 held 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 or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</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 or joining virtual meeting & voting during the meeting.

## Notice (Contd.)

**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” module.
- (iii) Enter 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:

	<b>For Shareholders holding shares in Demat Form other than Individual and Physical Form</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Registrar/ Company or contact the Registrar/ Company.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <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.</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) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

(xviii) 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. It is Mandatory that, 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 mandatory 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), 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 attending AGM & 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 21 09911.

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 toll free no. 1800 21 09911.

#### **INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING AND ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/ OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Members are encouraged to join the Meeting through Laptops / IPads for better experience.

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5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at [shareholders@sisindia.com](mailto:shareholders@sisindia.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [shareholders@sisindia.com](mailto:shareholders@sisindia.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholder have not participated in the meeting through VC/ OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.