



**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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**INFORMATION AT A GLANCE**

<b>Details of Resolutions</b>	:	a) Appointment of Dr. Onkar Sharma (DIN: 11462580) as an Independent Director of the Company b) Re-appointment of Mr. Deepak Kumar (DIN: 02568053) as an Independent Director of the Company
<b>Type of Resolution</b>	:	Special Resolution
<b>Cut-off date for sending the Notice to eligible shareholders</b>	:	Friday, January 30, 2026
<b>Cut-off date for determining eligibility for e-voting</b>	:	
<b>E-voting start date and time</b>	:	Saturday, February 7, 2026, at 09:00 A.M. (IST)
<b>E-voting end date and time</b>	:	Sunday, March 8, 2026, at 05:00 P.M. (IST)

**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 that pursuant to the provisions of 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. 03/2025 dated September 22, 2025, 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, as amended (“**SEBI Listing Regulations**”), the resolutions set out below are proposed for the approval of the members of SIS Limited (“**Company**”), through postal ballot by way of voting through electronic means (“**e-voting**”):

- a. Appointment of Dr. Onkar Sharma (DIN: 11462580) as an Independent Director of the Company
- b. Re-appointment of Mr. Deepak Kumar (DIN: 02568053) as an Independent Director of the Company

The members shall exercise their right to vote on the matters included in the Notice of Postal Ballot (“**Notice**”) through electronic means in accordance with the MCA circulars i.e., using the e-voting services provided by Central Depository Services (India) Limited (“**CDSL**”).

**The e-voting period commences on Saturday, February 7, 2026, at 09:00 A.M. (IST) and ends on Sunday, March 8, 2026, at 05:00 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 05:00 P.M. (IST) on **Sunday, March 8, 2026**. Remote e-voting will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

#### **SPECIAL BUSINESS:**

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

#### **Appointment of Dr. Onkar Sharma (DIN: 11462580) 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, 150, 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, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Dr. Onkar Sharma (DIN: 11462580), who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director of the Company effective January 29, 2026, in terms of Section 161 of the Act, and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 2 (two) consecutive years effective January 29, 2026, not liable to retire by rotation, upon such remuneration as may be determined by the Board of Directors from time to time within the limits approved by the members.

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

**Item No. 2:**

**Re-appointment of Mr. Deepak Kumar (DIN: 02568053) 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, 150, 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. Deepak Kumar (DIN: 02568053), 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 and final term of 2 (two) years effective June 27, 2026, 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

Sd/-  
**Pushpalatha Katkuri**  
Company Secretary

**Place** : New Delhi

**Date** : January 29, 2026

## NOTES:

1. The explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“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 through 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 30, 2026 (“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 remote e-voting. 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 30, 2026, 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 8, 2026, 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 Chairperson 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 10, 2026. 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 8, 2026, 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 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 7, 2026.
- b. **End of e-voting** – 05:00 P.M. (IST) on, Sunday, March 8, 2026.

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 (CDSL/ NSDL)**

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 in their demat accounts 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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 e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period 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><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></ol>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</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 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.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider</p>

	website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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.

**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 toll free number 1800 2109911.
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 022 - 4886 7000 and 022 - 2499 7000.

**B. INSTRUCTIONS FOR E-VOTING – PROCESS AND MANNER FOR E-VOTING FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” tab.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.

- 5) 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.
- 6) 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>	
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (<i>Applicable for both demat shareholders as well as physical shareholders</i>)</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.</li> </ul>

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <SIS Limited> on which you choose to vote.
- 11) 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.

- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) 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.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 18) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting Only**

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](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.
- 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.
- 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) (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 COMPANY/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 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 at toll free no. 1800 21 09911.**

**EXPLANATORY STATEMENT**  
**PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013**

**Item No. 1:**

**Appointment of Dr. Onkar Sharma (DIN: 11462580) as an Independent Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on January 29, 2026, approved the appointment of Dr. Onkar Sharma (DIN: 11462580) as an Additional Director (Independent) of the Company for a term of 2 (two) years, with effect from January 29, 2026, subject to the approval of the members. Accordingly, approval of the members is now being sought for his appointment as an Independent Director of the Company.

The Company has received a declaration from Dr. Sharma confirming that he fulfils the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. The Company has also received from him (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; (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. Dr. Sharma has further confirmed that he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other authority.

In the opinion of the Board, the skills, background and experience of Dr. Sharma are aligned with the role and capabilities identified by the Nomination and Remuneration Committee, and he is eligible for appointment as an Independent Director and is independent of the management of the Company. The Board believes that his appointment is justified as he brings extensive administrative experience along with deep knowledge and expertise in leadership, strategy, labour laws, industry relations and governance.

The disclosures relating to Dr. Sharma 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 setting out the terms and conditions of his appointment, shall be open for inspection by the members at the Registered Office of the Company during business hours on all working days (*except Saturdays, Sundays and holidays*) until the last date of remote e-voting.

The Board recommends the resolution as set out at Item No. 1 of the accompanying Notice as a Special Resolution for approval of the members.

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

## **Item No. 2:**

### **Re-appointment of Mr. Deepak Kumar (DIN: 02568053) as an Independent Director of the Company**

Mr. Deepak Kumar (DIN: 02568053) was appointed as an Independent Director of the Company for a term of 2 (two) years to hold office until June 26, 2026. As per Section 149 of the Act, an Independent Director may hold office for up to 2 (two) consecutive terms of 5 (five) years each.

Based on his knowledge, experience, expertise, contribution and the outcome of his performance evaluation, the Nomination and Remuneration Committee has recommended to the Board his re-appointment for a further period of 2 (two) years. Accordingly, the Board of Directors, at its meeting held on January 29, 2026, approved the re-appointment of Mr. Deepak Kumar (DIN: 02568053) as an Independent Director of the Company for a second term of 2 (two) years, with effect from June 27, 2026, subject to the approval of the members. Therefore, approval of the members is now being sought for his re-appointment as an Independent Director of the Company.

The Company has received a declaration from Mr. Kumar confirming that he fulfils the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. The Company has also received (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; (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 Director by virtue of any order passed by SEBI or any other authority.

In the opinion of the Board, Mr. Kumar has the appropriate skills, background, experience and expertise and continues to fulfil 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 Board is of the view that his continued association would be of significant benefit to the Company.

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

The Board recommends the resolution as set out at Item No. 2 of the accompanying Notice as a Special Resolution for approval of the members.

Except Mr. Kumar, 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 29, 2026

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

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

**Additional information on directors recommended for appointment/ re-appointment in pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings**

<b>Name of the Directors</b>	<b>Dr. Onkar Sharma</b>	<b>Mr. Deepak Kumar</b>
<b>DIN</b>	11462580	02568053
<b>Date of Birth and Age</b>	September 24, 1964, 61 years	February 03, 1960, 65 Years
<b>Qualification</b>	M.Com, LL.M, Postgraduate in Labour Laws and Ph. D (Delhi University)	B. Tech (IIT, Delhi) (Civil Engineering) and M. Tech (IIT, Delhi) (Management & Systems)
<b>Date of First Appointment on the Board</b>	January 29, 2026	June 27, 2024
<b>Brief Resume</b>	<p>Dr. Onkar Sharma (M.Com, LL.M., PG in Labour Laws, Ph.D.) is the Former Chief Labour Commissioner (Central), Government of India, and a distinguished expert having more than 40 years of experience in labour policy, labour laws and industrial relations.</p> <p>Presently, he is serving as an advisor to Governments on regulatory and legislative reforms, policy formulation on wage, OSH and working conditions, welfare and social security schemes, and simplification and digitisation of compliance processes.</p> <p>In his previous roles, he has held several senior positions in the Government of India, including Chief Labour Commissioner (Central), Dy. Director General (Labour Welfare), CEO &amp; Welfare Commissioner of the Delhi Labour Welfare Board, and Fellow at the V.V. Giri National Labour Institute, where he led capacity building and drafted amendments to key labour legislations.</p> <p>Dr. Sharma has been closely associated with shaping of labour policy at national level and drafting of Labour Codes and has served on various committees and working groups, including the Prime Minister's Sectoral Innovation Council on rationalisation and codification of</p>	<p>Mr. Deepak Kumar is a retired IAS officer with over 42 years of administrative experience, having worked in different capacities both in the State and at the Centre. He served as District Magistrate &amp; Collector in nine districts in the State of Bihar and worked as Secretary/ Principal Secretary of various departments such as Health, Urban Development &amp; Housing, General Administration, Cabinet, Tourism and Information &amp; Public Relations Department in the State Government. At the Centre, he worked in the Ministry of Finance, the Ministry of External Affairs &amp; the Ministry of Home Affairs at senior levels in the Government of India.</p> <p>He also served as Director General in the Employees' State Insurance Corporation and as Chairman of the National Highways Authority of India. He retired as Chief Secretary of the State of Bihar. After retirement, he has been working on contract as Principal Secretary to Chief Minister in the Chief Minister's office.</p> <p>Mr. Kumar had joined the Indian Administrative Service in 1984.</p>

	<p>labour laws. Internationally, he has been a Member of the ILO Standards Review Mechanism in Geneva, chaired ILO committees, contributed to updating ILO labour inspection and training manuals, addressed programmes of ILO, UNICEF, World Bank and OECD, and drafted Labour Policy and Laws for Afghanistan under a UNDP programme. He has published books and research papers, served on editorial boards, and is a sought after speaker and trainer for civil services academies, judicial academies, universities, employers' organisations and international institutions.</p> <p>He empowers organisations through high-impact training and capacity building programmes in industrial relations and compliance.</p>	
<b>Nature of expertise in specific functional areas</b>	Leadership, Strategy, Labour Laws, Industrial Relations and Governance	Leadership, Strategy and Governance
<b>Skills and Capabilities for the role and the manner in which the proposed person meets such requirements</b>	Refer to Item No. 1 of the Postal Ballot Notice and Explanatory Statement	Refer to Item No. 2 of the Postal Ballot Notice and Explanatory Statement
<b>Terms and conditions of appointment/re-appointment</b>	Appointment as an Independent Director on the Board of the Company for a period of 2 (two) years commencing from January 29, 2026.	Re-appointment as an Independent Director on the Board of the Company for a period of 2 (two) years commencing from June 27, 2026.
<b>No. of Board Meetings attended during FY 2025-26 (up to the date of this Notice)</b>	1 out of 1	5 out of 6
<b>Relationship with Directors and Key Managerial Personnel</b>	None	None
<b>Details of resignation from listed entities in past three years</b>	None	None
<b>Directorships in other Companies as on date of this Notice</b>	None	None

<b>Membership/ Chairpersonship of Committees of other Boards as on date of this Notice</b>	None	None						
<b>Listed entities from which the Director has resigned in the past three years</b>	None	None						
<b>Remuneration last drawn during FY 2025 - 26</b>	INR 1.00 lakh as Sitting fee	<p style="text-align: right;"><i>(INR lakhs)</i></p> <table border="1"> <tr> <td>Sitting fee</td> <td>6.00</td> </tr> <tr> <td>Commission</td> <td>10.25</td> </tr> <tr> <td style="text-align: right;"><b>Total</b></td> <td><b>16.25</b></td> </tr> </table>	Sitting fee	6.00	Commission	10.25	<b>Total</b>	<b>16.25</b>
Sitting fee	6.00							
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<b>Total</b>	<b>16.25</b>							
<b>Details of Remuneration sought to be paid</b>	<p>Members at the 38<sup>th</sup> AGM, held on August 30, 2022, approved a sum not exceeding 1% of the net profit of the Company per annum, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, to be paid and distributed among some or all of the Non-Promoter Non-Executive Directors of the Company in a manner decided by the Board. The said remuneration is in addition to sitting fee for attending the meetings of the Board and/or Committees.</p> <p>Independent Directors are paid remuneration as per the criteria set by the Board from time to time, in accordance with the members' approval at the 38<sup>th</sup> AGM.</p>							
<b>Number of Equity Shares held in the Company (including shareholding as beneficial owner)</b>	Nil	Nil						