

# Notice



## SIS LIMITED

CIN: L75230BR1985PLC002083

Regd. 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)

### THIS NOTICE FORMS AN INTEGRAL PART OF THE ANNUAL REPORT 2025-26

NOTICE is hereby given that the Forty-Second Annual General Meeting ("42<sup>nd</sup> AGM"/ "AGM") of **SIS Limited** will be held on **Monday, July 6, 2026, at 12 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, 2026, together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mrs. Rita Kishore Sinha (DIN: 00945652), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a director in place of Mr. Arvind Kumar Prasad (DIN: 02865273), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

#### 4. To consider and approve the appointment of Mrs. Rita Kishore Sinha (DIN: 00945652) as an Executive Director designated as Executive Chairperson 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** in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, 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), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, 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 for the appointment of Mrs. Rita Kishore Sinha (DIN: 00945652) as an Executive Director designated as Executive Chairperson of the Company, liable to retire by rotation, for a period of five (5) consecutive years, with effect from May 1, 2026, upon the terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to the Notice hereunder.

**RESOLVED FURTHER THAT** pursuant to the provisions of Schedule V to the Act and other applicable provisions, if any, of the Act read with any statutory modification(s) or re-enactment(s) thereof for the time being in force and considering the inadequacy of profits for the financial year 2025-26, the approval of the members be and is hereby accorded for payment of remuneration to the Executive Chairperson by way of salary, perquisites, allowances and other statutory benefits as detailed in the Explanatory Statement annexed to this Notice, which shall be treated as minimum remuneration payable for a period of three (3) years commencing from May 1, 2026.

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



**5. To consider and approve the revision in the remuneration of Mr. 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, if any, 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), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, 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 revise the remuneration of Mr. Rituraj Kishore Sinha (DIN: 00477256), Managing Director of the Company from ₹ 2,40,00,000 per annum to ₹ 2,56,00,000 per annum with effect from June 1, 2026, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** pursuant to the provisions of Schedule V to the Act and other applicable provisions, if any, of the Act, read with any statutory modification(s) or re-enactment(s) thereof for the time being in force and considering the inadequacy of profits for the financial year 2025-26, the approval of the members be and is hereby accorded for payment of remuneration to the Managing Director by way of salary, perquisites, allowances, and other statutory benefits, as detailed in the Explanatory Statement annexed to this Notice, which shall be treated as minimum remuneration payable for the remaining tenure of his appointment, subject to the provisions under Schedule V to the Act.

**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.”

**6. To consider and approve the payment of remuneration to Independent Directors 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 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules made thereunder and Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable laws and based on the recommendation of the Board of Directors, the approval of the members be and is hereby accorded for payment of remuneration aggregating up to ₹ 1,60,00,000 to the Independent Directors for the financial year ended March 31, 2026, as detailed in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to sitting fees payable to the Independent Directors for attending meetings of the Board or its Committees as may be determined by the Board pursuant to Section 197(5) of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to determine and distribute the aforesaid remuneration amongst the eligible Independent Directors in such manner as may be deemed fit and in compliance with the applicable provisions of the Act and the SEBI Listing Regulations.

**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.”

**7. To consider and approve the revision in the remuneration of Mr. Arvind Kumar Prasad (DIN: 02865273), Whole-Time 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, if any, 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), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, 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 revise the remuneration of Mr. Arvind Kumar Prasad (DIN: 02865273), Whole Time Director of the Company from ₹ 1,00,00,000 per annum to ₹ 1,07,99,978 per annum with effect from June 1, 2026, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice.

## Notice (Contd.)

**RESOLVED FURTHER THAT** pursuant to the provisions of Schedule V to the Act and other applicable provisions, if any, of the Act read with any statutory modification(s) or re-enactment(s) thereof for the time being in force and considering the inadequacy of profits for the financial year 2025-26, the approval of the Members be and is hereby accorded for payment of remuneration to the Whole Time Director by way of salary, allowances and other statutory benefits, as detailed in the Explanatory Statement annexed to this Notice, which shall be treated as minimum remuneration payable for the remaining tenure of his appointment, subject to the provisions under Schedule V to the Act.

**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**

**Place:** New Delhi  
**Date:** April 30, 2026

Sd/-  
**Pushpalatha Katkuri**  
Company Secretary

### NOTES:

1. The Ministry of Corporate Affairs, Government of India (“MCA”) has, vide its circular No. 03/2025 dated September 22, 2025 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 till further orders, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020 dated May 5, 2020.

In compliance with these Circulars, the provisions of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 42<sup>nd</sup> AGM of the Company is being conducted through the VC/ OAVM facility without the physical presence of members at a common venue. The venue deemed for the 42<sup>nd</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 to 7, is annexed herewith.

The relevant details 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 appointment/ re-appointment and Directors whose remuneration is proposed to be revised at the 42<sup>nd</sup> AGM, as set out under Item No. 2, 3, 4, 5 and 7 of the Notice, also forms part of this Notice as **Annexure-I**.

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 42<sup>nd</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 42<sup>nd</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). The said documents can also be uploaded directly on the e-voting portal of CDSL.

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 MCA Circulars,



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 participation of the Members at 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 dematerialised 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 the Company Secretary and 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 [investor.helpdesk@in.mpms.mufig.co](mailto:investor.helpdesk@in.mpms.mufig.co) or contact at +91 22 4918 6200 (Toll Free No.: 1800 1020 878). The registered e-mail address shall 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 electronic inspection by the members during and up to the date of the AGM.
9. The certificate from the Secretarial Auditor certifying that the 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 dematerialised form. In view of this, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact MUFG Intime, Registrar and Share Transfer Agents of the Company or the Company for any assistance in this regard.

Members are requested to send their queries, if any, regarding the accounts and operations of the Company at least 7 (seven) days prior to 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, Bengaluru, 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 SEBI Listing Regulations, the Notice of the AGM and Annual Report for the financial year 2025-26 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 Share Transfer Agent as on Friday, June 5, 2026, 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 2025-26 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.

## Notice (Contd.)

13. In terms of the provisions of Section 72 of the Act, members are entitled to make nominations in respect of the 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.
14. Members are requested to note that, pursuant to the provisions of Section 124 of the Act, dividends which remain unclaimed/unpaid for a period of 7 (seven) consecutive 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 dividend warrants/drafts or for obtaining payment 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 Friday, July 3, 2026 (09:00 a.m. IST) and will end on Sunday, July 5, 2026 (05:00 p.m. IST). 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. Monday, June 29, 2026, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, June 29, 2026.
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 AGM through VC/ OAVM and have not cast 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 such member may use the existing User ID and password for casting the vote. Members may also refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) for any grievances connected with the remote e-voting facility.
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 2 working days from 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 at [www.sisindia.com](http://www.sisindia.com) and on the website of CDSL at [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 to in the accompanying Notice and the Explanatory Statement shall be available for inspection by the members through electronic mode upon request and 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).

**Additional information on directors recommended for appointment/re-appointment and directors whose remuneration is proposed to be revised at the 42nd Annual General Meeting pursuant to 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**

<b>Name of the Directors</b>	<b>Mrs. Rita Kishore Sinha (DIN: 00945652) Executive Director designated as Executive Chairperson</b>	<b>Mr. Rituraj Kishore Sinha (DIN: 00477256) Managing Director</b>	<b>Mr. Arvind Kumar Prasad (DIN: 02865273) Whole Time Director</b>
Date of Birth	July 6, 1953	November 29, 1980	September 9, 1956
Age	72 Years	45 Years	69 Years
Qualification	Master's degree in Arts (Hindi) from Ranchi University and a bachelor's degree in law from Chota Nagpur Law College	Master's Degree in Business Administration from London Business School, United Kingdom and a Public Leadership Credential from Harvard University, United States	Bachelor's degree in Commerce from University of Calcutta and Intermediate Qualification from the Institute of Chartered Accountants of India (ICAI)
Date of First Appointment on the Board	March 31, 1995	April 24, 2017	April 24, 2017
Brief Resume	<p>Mrs. Sinha has around 38 years of experience in the legal field and is presently enrolled with the High Court of Patna and the Supreme Court Bar Association, New Delhi.</p>	<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. Under his leadership, the Group has grown to provide over 3,00,000 permanent employment opportunities, ranking amongst India's top private employers.</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. In 2007, he closed the first private equity investment transaction in the Indian security sector, and in 2017, he led the listing of SIS on the Indian public stock exchanges, marking the first IPO by a Security, Facility Management and Cash Logistics company in India.</p> <p>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. He has served as the Ex-Chairman of the FICCI Private Security Sector Committee and currently serves as a Board Member 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 Indian Institute of Management, Bodhgaya.</p>	<p>Mr. Prasad has been associated with the Company since 1985 in various capacities. He has played a crucial role in introducing innovative practices in the Indian security industry, including the pioneering of the cost-plus method of pricing and the development of in-house software for payroll processing, which were among the first of their kind. Additionally, he designed and implemented the ERP system for SIS Group. With over 37 years of experience in the finance function, he brings a wealth of knowledge to his role.</p>

## Notice (Contd.)

Name of the Directors	Mrs. Rita Kishore Sinha (DIN: 00945652) Executive Director designated as Executive Chairperson	Mr. Rituraj Kishore Sinha (DIN: 00477256) Managing Director	Mr. Arvind Kumar Prasad (DIN: 02865273) Whole Time Director
Nature of expertise in specific functional areas	Board Experience, Legal Experience, Strategy and Planning and Subject Expertise	Finance, Governance, Leadership, Board Experience, Strategy and M&A, Risk Management, Marketing, Supply Chain, Sustainability and Subject Expertise	Finance, Governance, Board Experience, Digital Tech, Audit/ Tax, Risk Management, Sustainability and Subject Expertise
Terms of re-appointment/ appointment	Executive Director designated as Executive Chairperson, liable to retire by rotation	Managing Director, liable to retire by rotation	Whole Time Director, liable to retire by rotation
No. of Board Meetings attended during FY 2025-26	5 out of 6	5 out of 6	6 out of 6
Relationship with Directors and Key Managerial Personnel	Mother of Mr. Rituraj Kishore Sinha, Managing Director and Ms. Rivoli Sinha, Non-Executive Director	1. Son of Mrs. Rita Kishore Sinha, Executive Chairperson 2. Sibling of Ms. Rivoli Sinha, Non-Executive Director	None
Details of resignation from listed entities in past three years	Nil	Nil	Nil
Directorships held in other Companies as on March 31, 2026	1. Maha Manav Mritunjay Institute of Yoga & Alternative Medicine Limited 2. Mritunjay Educational Foundation Limited 3. Vocational Skills Council India Private Limited 4. SIS Supply Chain Solutions Private Limited 5. Tech SIS Limited 6. SIS Group Enterprises Limited 7. Adi Chitragupta Finance Limited 8. HS Media & Publications 9. SIS Asset Management Limited 10. Vital Call Private Limited 11. Burgeon Law LLP 12. SMC Integrated Facility Management Solutions Limited 13. SISAMC SPV1 Private Limited 14. Uniq Security Solutions Private Limited	1. Adi Chitragupta Finance Limited 2. SIS Alarm Monitoring and Response Services Private Limited 3. SIS Asset Management Limited 4. SMC Integrated Facility Management Solutions Limited 5. SIS PestX India Private Limited 6. SIS Cash Services Limited 7. SIS Prosegur Holdings Private Limited 8. SIS Prosegur Cash Logistics Private Limited 9. RRS Automobiles Private Limited 10. RSYA Dhanbad Auto Private Limited 11. RSYA Durgapur Private Limited 12. Vocational Skills Council India Private Limited	1. Security Skills Council (India) Limited 2. Adi Chitragupta Finance Limited
Membership/ Chairpersonships of the Committees of the Board	None	SIS Limited: Member of Stakeholders' Relationship Committee Adi Chitragupta Finance Limited: Member of Audit Committee	None
Remuneration last drawn during the financial year 2025-26	₹ 5,00,000 as sitting fee for attending Board Meetings	₹ 1,62,59,500	₹ 1,00,21,152
Details of Remuneration sought to be paid	₹ 3,50,00,000 per annum	₹ 2,56,00,000 per annum	₹ 1,07,99,978 per annum
Number of Equity Shares held in the Company as on March 31, 2026 (including shares held as beneficial owner)	2,25,69,507	1,57,35,683	3,11,479

### Notes:

- The Directorships do not include positions held in foreign companies.
- The Committee Memberships and Chairpersonships include only Audit Committee and Stakeholders' Relationship Committee.



## EXPLANATORY STATEMENT

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

**Item No. 4: To consider and approve the appointment of Mrs. Rita Kishore Sinha (DIN: 00945652) as an Executive Director designated as Executive Chairperson of the Company**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on April 30, 2026, has appointed Mrs. Rita Kishore Sinha as an Executive Director designated as Executive Chairperson of the Company for a period of 5 (five) years, at a remuneration of ₹ 3,50,00,000 per annum, with effect from May 1, 2026, and has recommended her appointment for the approval of the members.

Mrs. Sinha has been associated with the Company since its incorporation. She has around 38 years of experience in the legal field and is presently enrolled with the High Court of Patna and the Supreme Court Bar Association, New Delhi. She holds a Master's degree in Arts (Hindi) from Ranchi University and a bachelor's degree in law from Chota Nagpur Law College. Further, as she has attained the age of 70 years, her appointment is subject to the approval of the Members by way of a Special Resolution in terms of Section 196 of the Companies Act, 2013.

The principal terms and conditions of Mrs. Sinha's appointment are as follows:

- a) **Period of appointment:** From May 1, 2026, to April 30, 2031 (both days inclusive)
- b) **Minimum Remuneration payable during the first three years of appointment:**

As the Company has inadequate profits during the financial year ended March 31, 2026, approval of the members is being sought pursuant to Schedule V to the Act for payment of the following minimum remuneration during the first three years of appointment:

Particulars	Amount per annum (₹)
Basic salary	1,75,00,000
Allowances	87,50,000
Perquisites	78,63,305
Statutory benefits viz., contribution to provident fund, leave encashment and Medical Insurance	8,86,695
<b>Total</b>	<b>3,50,00,000</b>

- c) **Other Terms of appointment:**

- **Insurance premium:** As per the policy of the Company.
- Reimbursement of all legitimate expenses incurred while performing the duties as per the policy of the Company. Such reimbursement will not form part of remuneration.
- **Contribution to Gratuity:** As per the policy of the Company.
- Either the Company or Mrs. Sinha may terminate the appointment by giving three (3) months' notice.

Mrs. Sinha has provided her consent to act as the Executive Director of the Company. She fulfils all the conditions specified in Part I of Schedule V to the Act and complies with the requirements of Section 196 of the Act for her appointment. Further, in terms of Section 164 of the Act, she is not disqualified from being appointed as a Director.

She has also confirmed that she is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other competent authority.

Based on her qualifications, experience, leadership capabilities and contribution to the Company, the Board is of the opinion that the appointment of Mrs. Sinha as an Executive Director designated as Executive Chairperson of the Company will be beneficial to the functioning and growth of the Company, and the remuneration proposed for her is commensurate with her experience, responsibilities and contribution to the Company.

## Notice (Contd.)

Accordingly, the Board recommends the Special Resolution set out at Item No. 4 of this Notice for the appointment and remuneration payable to Mrs. Sinha as Executive Director designated as Executive Chairperson of the Company, for the approval of the members.

The above may be treated as a written memorandum setting out the terms of her appointment in accordance with Section 190 of the Act.

The disclosures relating to Mrs. Sinha, as required under the provisions of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are set out in **Annexure-I** to this Notice.

Additionally, the particulars of information required pursuant to Part II, Section II, Clause (A) of Schedule V to the Act are set out in **Annexure-II** forming part of this Notice.

Except Mrs. Sinha and her relatives, none of the Directors, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested in the said resolution.

### Item No. 5: To consider and approve the revision in the remuneration of Mr. Rituraj Kishore Sinha (DIN: 00477256), Managing Director of the Company

Mr. Rituraj Kishore Sinha was re-appointed as the Managing Director of the Company for a period of five (5) years, effective from April 24, 2022, up to April 23, 2027, at a remuneration of ₹ 1,50,00,000 per annum.

Subsequently, the members of the Company, approved an increase in his remuneration to ₹ 2,40,00,000 per annum, comprising (a) fixed pay of ₹ 1,73,00,000 per annum and (b) variable pay of ₹ 67,00,000 per annum.

Based on the recommendation of the Nomination and Remuneration Committee, and considering his outstanding leadership and prevailing industry standards for managerial remuneration, the Board of Directors, at its meeting held on April 30, 2026, has recommended an increase in the remuneration of Mr. Rituraj Kishore Sinha from ₹ 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 to ₹ 2,56,00,000 per annum consisting of (a) fixed pay: ₹ 1,83,50,000 per annum; and (b) variable pay: ₹ 72,50,000 per annum, as detailed hereunder, effective from June 1, 2026, subject to the approval of the members.

#### a. Fixed Pay:

Particulars	Amount per annum (₹)
Basic salary	71,55,600
Allowances	67,48,189
Perquisites	39,000
Statutory benefits viz., contribution to provident fund and leave encashment	4,07,211
Medical insurance	40,00,000
<b>Total</b>	<b>1,83,50,000</b>

b. **Variable Pay:** ₹ 72,50,000 per annum payable subject to the achievement of certain performance parameters approved by the Nomination and Remuneration Committee which may include return on equity, earnings per share, achievement of the 5-year vision plan, CXO-level planning, succession planning and brand perception.

As the Company had inadequate profits during the financial year ended March 31, 2026, approval of the members is being sought pursuant to Schedule V to the Act for payment of remuneration to Mr. Sinha during the remaining period of his tenure up to April 23, 2027.

While recommending the revised remuneration, the Nomination and Remuneration Committee and the Board considered, inter alia, Mr. Sinha's leadership in driving business expansion, operational performance and long-term value creation for shareholders.

The proposed remuneration has been determined after considering the scale and complexity of the business, his experience, responsibilities and performance, as well as prevailing market practices for comparable leadership positions, and is considered appropriate and commensurate with his role.



In terms of the provisions of Section 197 and Schedule V of the Act and the Rules made thereunder, approval of the members is required by way of a Special Resolution for revision of such remuneration.

The disclosures relating to Mr. Sinha, as required under the SEBI Listing Regulations and the Secretarial Standard on General Meetings, are set out in **Annexure-I** to the Notice.

Additionally, the particulars of information required pursuant to Part II, Section II, Clause (A) of Schedule V to the Act are set out in **Annexure-II** forming part of this Notice.

The Board recommends the resolution set out at Item No. 5 of the accompanying Notice as a Special Resolution for approval of the members.

Except for Mr. Sinha and his relatives, none of the Directors, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested in the said resolution.

#### **Item No. 6: To consider and approve the payment of remuneration to Independent Directors of the Company**

The Members of the Company, at the Annual General Meeting held on August 30, 2022, had approved the payment of commission to the Non-Promoter Non-Executive Directors of the Company up to 1% of the net profits of the Company and authorised the Board of Directors to determine the amount payable to such Directors from time to time.

During the financial year 2025-26, the Company has inadequate profits within the meaning of Section 198 of the Act. Accordingly, pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions of the Act and the Rules made thereunder, approval of the members is being sought by way of a Special Resolution for payment of remuneration of up to ₹ 1,60,00,000 to the Independent Directors for the financial year ended March 31, 2026.

In view of the inadequacy of profits during the financial year 2025-26, the aforesaid remuneration is proposed to be paid in accordance with the provisions of Schedule V to the Act.

The particulars of information required pursuant to Part II, Section II, Clause (A) of Schedule V to the Act are set out in Annexure-II forming part of this Notice.

The Board shall determine the amount payable to each Director after considering factors such as attendance, participation, responsibilities undertaken, committee memberships/chairmanships and overall contribution to the governance of the Company.

The Board recommends the resolution as set out at Item No. 6 of the accompanying Notice as a Special Resolution for approval of the members.

Except for Independent Directors, none of the Directors, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested in the said resolution.

#### **Item No. 7: To consider and approve the revision in the remuneration of Mr. Arvind Kumar Prasad (DIN: 02865273), Whole-Time Director of the Company**

Mr. Arvind Kumar Prasad was re-appointed as a Whole-Time Director of the Company for a period of five (5) years, with effect from April 24, 2022, up to April 23, 2027, at a remuneration of ₹ 70,00,000 per annum.

Subsequently, the members of the Company, approved an increase in his remuneration to ₹ 1,00,00,000 per annum consisting of (a) fixed pay: ₹ 81,10,000 per annum, and (b) variable pay: ₹ 18,90,000 per annum.

Based on the recommendation of the Nomination and Remuneration Committee and considering his valuable contribution to the development and upgradation of various critical business systems, as well as the prevailing industry standards for managerial remuneration, the Board of Directors, at its meeting held on April 30, 2026, has recommended an increase in the remuneration of Mr. Prasad from ₹ 1,00,00,000 per annum consisting of (a) fixed pay: ₹ 81,10,000 per annum, and (b) variable pay: ₹ 18,90,000 per annum to ₹ 1,07,99,979 per annum consisting of (a) fixed pay: ₹ 87,59,979 per annum, and (b) variable pay: ₹ 20,40,000 per annum, as detailed hereunder, effective June 1, 2026, subject to the approval of the members.

## Notice (Contd.)

### a) Fixed Pay

Particulars	Amount per annum (₹)
Basic salary	43,69,116
Allowances	41,35,460
Statutory benefits viz., contribution to provident fund, leave encashment and Medical insurance	2,55,403
<b>Total</b>	<b>87,59,979</b>

- b) **Variable Pay:** ₹ 20,40,000 per annum payable subject to the achievement of certain financial parameters approved by the Nomination and Remuneration Committee, which may include providing guidance and mentoring to project teams on technology transformation, coaching commercial teams on processes and controls, reviewing and analysing contracts and costs, and identifying opportunities for improvement in existing operating applications and systems.

As the Company had inadequate profits during the financial year ended March 31, 2026, approval of the members is being sought pursuant to Schedule V to the Act for payment of remuneration to Mr. Arvind Kumar Prasad during the remaining period of his tenure up to April 23, 2027.

While recommending the revised remuneration, the Nomination and Remuneration Committee and the Board considered Mr. Prasad's significant contribution to the Company's finance, technology and operational processes, his long-standing association with the Company, his role in strengthening internal systems and controls and his continued contribution towards operational excellence and business growth. The proposed remuneration is considered appropriate and commensurate with his role, responsibilities, experience and contribution to the Company.

In terms of the provisions of Section 197 and Schedule V to the Act and the Rules made thereunder, approval of the members is required by way of a Special Resolution for revision of such remuneration. The disclosures relating to Mr. Prasad, as required under the SEBI Listing Regulations and the Secretarial Standard on General Meetings, are set out in **Annexure-I** to the Notice.

Additionally, the particulars of information required pursuant to Part II, Section II, Clause (A) of Schedule V to the Act are set out in **Annexure-II** forming part of this Notice.

The Board recommends the resolution as set out at Item No. 7 of the accompanying Notice as a Special Resolution for approval of the members.

Except for Mr. Prasad, none of the Directors, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested in the said resolution.

## Particulars of information required pursuant to Part II, Section II, Clause (A) of Schedule V to the Companies Act, 2013

**I. General information:**

- a) Nature of industry:** The Company operates in the business support services, security, facility management and cash logistics sectors and is one of the leading multinational business solutions companies in the Asia-Pacific region. The Company operates through the following core business segments:
- Security Solutions (India and International): Provides manned guarding, physical security, e-surveillance, mobile patrols, and alarm monitoring services.
  - Facility Management: Offers integrated services like cleaning, housekeeping, pest control, and mechanical/electrical building maintenance.
  - Cash Logistics: Manages secure cash-in-transit, ATM replenishment, bullion transport, and doorstep banking for financial institutions.
- b) Date or expected date of commencement of commercial production:** Not applicable, being an existing company.
- c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- d) Financial performance based on given indicators:** Kindly refer to the Financial Statements of the Company forming part of the Annual Report for the financial year 2025-26.
- e) Foreign investments or collaborations, if any:** The Company has total investments of ₹ 24.91 crores in SIS Security International Holdings Pte. Ltd. (formerly known as SIS International Holdings Ltd.), its wholly owned foreign subsidiary.

**II. Information about the appointee:**

Name of the Directors	Mrs. Rita Kishore Sinha (DIN: 00945652) Executive Director designated as Executive Chairperson	Mr. Rituraj Kishore Sinha (DIN: 00477256) Managing Director	Mr. Arvind Kumar Prasad (DIN: 02865273) Whole Time Director
Background detail	Brief profile of the Directors is mentioned in the explanatory statement.		
Past remuneration (for FY 2025-26)	Details of past remuneration are mentioned in the explanatory statement.		
Recognition or awards	Nil	Details are provided in Annexure-I	Nil
Job profile and his/ her suitability	Considering the qualifications, experience, expertise, and overall profile of the Directors, and taking into account their respective roles and responsibilities in the management and affairs of the Company, the proposed remuneration is considered commensurate with industry standards and is placed before the members for their approval.		
Remuneration proposed	Details of the proposed remuneration are set out in the explanatory statement.		
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the size, complexity and scale of operations of the Company, the responsibilities entrusted to the Directors and the prevailing remuneration practices in comparable companies operating in similar industries, the proposed remuneration is considered reasonable and commensurate with their experience and responsibilities.		
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director	None, except as disclosed in the explanatory statement and to the extent of remuneration and shareholding, if any, in the Company.		

## Notice (Contd.)

### III. Other information:

- a) Reasons of inadequate profits:** On November 21, 2025, the Government announced the new Labour Code, which resulted in a change in the definition of "wages" for the purpose of computation under various statutory provisions. Consequently, and in accordance with the guidance issued by the ICAI, the management accounted for a one-time exceptional item towards gratuity and leave liabilities pertaining to past periods in the financials for the period ended December 31, 2025. This was the primary reason for the inadequacy of profits for the financial year.
- b) Steps taken or proposed to be taken for improvement:** The inadequacy of profits was primarily due to a one-time exceptional statutory adjustment relating to gratuity and leave liability provisions pursuant to new labour reforms. As the impact was non-recurring in nature, the Company expects an improvement in profitability in the next financial year.
- c) Expected increase in productivity and profits in measurable terms:** The Company has drawn up an Annual Business Plan and continues to focus on operational efficiencies, margin improvement, business expansion and cost optimization initiatives, which are expected to contribute to improved productivity and profitability in the coming years.



## THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

- i. The remote e-voting period begins on Friday, July 3, 2026 at 09:00 A.M. (IST) and ends on Sunday, July 5, 2026 at 05:00 P.M. (IST) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, June 29, 2026 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. Pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
- iv. 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:

### Step 1: Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Types of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 cdsi 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 an 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

## Notice (Contd.)

Types of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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.nsd.com">https://eservices.nsd.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>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 or joining virtual meeting &amp; voting during the meeting.</li> <li>For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.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 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.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <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 no. 1800 21 09911
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.com">evoting@nsdl.com</a> or call at: 022 - 4886 7000 and 022 - 2499 7000

### Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on “Shareholders” module.
- Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 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	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 Company/ RTA or contact Company/ RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <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 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 delinked 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.

## Notice (Contd.)

- 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 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 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, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

### INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM & E-VOTING DURING MEETING ARE AS UNDER:

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. Shareholders are encouraged to join the Meeting through Laptops/ iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet at 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 at least 07 (seven) 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 07 (seven) 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 cast 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 shareholders 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.