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; E-mail: shareholders@sisindia.com

INFORMATION AT A GLANCE

Details of Resolution	:	Continuation of Mr. Arvind Kumar Prasad (DIN: 02865273) as Whole-time Director upon attaining the age of 70 years
Type of Resolution	:	Special Resolution
Cut-off date for sending the Notice to eligible shareholders	:	Friday, August 7, 2026
Cut-off date for determining eligibility to receive the Notice	:	
E-voting start date and time	:	Saturday, August 15, 2026, at 09:00 A.M. (IST)
E-voting end date and time	:	Sunday, September 13, 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 Rule 20 and 22 of 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 resolution set out below is proposed for the approval of the members of SIS Limited ("**Company**"), through postal ballot by way of voting through electronic means ("**e-voting**"):

a) Continuation of Mr. Arvind Kumar Prasad (DIN: 02865273) as Whole-time Director upon attaining the age of 70 years.

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 Board has appointed Mr. Sudhir Vishnupant Hulyalkar, Company Secretary in Practice (Membership No. FCS 6040, CP No. 6137), as the scrutinizer for conducting the Postal Ballot through remote e-voting only and for scrutinizing the votes cast therein in a fair and transparent manner.

The e-voting period commences on Saturday, August 15, 2026, at 09:00 A.M. (IST) and ends on Sunday, September 13, 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, September 13, 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:

Continuation of Mr. Arvind Kumar Prasad (DIN: 02865273) as Whole-time Director upon attaining the age of 70 years

*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 196, 197, 203and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the approval of the members of the Company be and is hereby accorded for continuation of Mr. Arvind Kumar Prasad (DIN: 02865273) as Whole-Time Director of the Company upon attaining the age of 70 years on September 9, 2026, up to the expiry of his existing term on April 23, 2027, on the existing terms and conditions of appointment as approved by the members.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution."

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

Sd/-
Pushpalatha Katkuri
Company Secretary

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

Place : New Delhi
Date : August 5, 2026

NOTES:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act along with details in terms of Regulation 36(3) of the SEBI Listing Regulations, stating all material facts and the reasons for the proposal set out in Resolution No. 1 is annexed herewith.

2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only 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, August 7, 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, the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at 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 **Friday, August 7, 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 September 13, 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 **September 15, 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 **September 13, 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 item, 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, August 15, 2026.
b. **End of e-voting** – 05:00 P.M. (IST) on, Sunday, September 13, 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. <u>LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE (CDSL/ NSDL)</u>

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:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 & 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. 3) If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	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: https://eservices.nsdl.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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 above-mentioned 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 **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free number 1800 21 09911.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.

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 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:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department *(Applicable for both demat shareholders as well as physical shareholders)* • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by the Registrar of the Company or contact the Registrar/ Company.
Dividend Bank Details **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. • 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.

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 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.
- 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 (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 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, AVP, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

Annexure -I

Additional information on directors recommended for continuation of appointment 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

Name of the Director	**Mr. Arvind Kumar Prasad** **(DIN: 02865273)** **Whole-Time Director**
Date of Birth	September 9, 1956
Age	69 Years
Qualification	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	April 24, 2017
Brief Resume	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.
Nature of expertise in specific functional areas	Finance, Governance, Board Experience, Digital Tech, Audit/ Tax, Risk Management, Sustainability and Subject Expertise
Terms of re-appointment/ appointment	Whole Time Director, liable to retire by rotation
No. of Board Meetings attended during FY 2025-26	6 out of 6
Relationship with Directors and Key Managerial Personnel	None
Details of resignation from listed entities in past three years	Nil
Directorships held in other Companies	Security Skills Council (India) Limited Adi Chitragupta Finance Limited
Membership/ Chairpersonships of the Committees of the Board	-

Remuneration last drawn during the financial year 2025-26	INR 1,00,21,152
Details of Remuneration sought to be paid	INR 1,07,99,978 per annum, as approved by the shareholders at their meeting held on July 6, 2026.
Number of Equity Shares held in the Company ***(including shares held as beneficial owner)***	3,11,479

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

Item No. 1:

Continuation of Mr. Arvind Kumar Prasad (DIN: 02865273) as Whole-time Director upon attaining the age of 70 years

Mr. Arvind Kumar Prasad (DIN: 02865273) was appointed as Whole-time Director of the Company for a period of five (5) years with effect from April 24, 2022, up to April 23, 2027, pursuant to the approval of the members of the Company.

Mr. Arvind Kumar Prasad will attain the age of 70 years on September 9, 2026. In terms of Section 196(3)(a) of the Companies Act, 2013, continuation of the employment of a Whole-Time Director after attaining the age of 70 years requires the approval of the members by way of a Special Resolution.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on June 29, 2026, recommended the continuation of the appointment of Mr. Arvind Kumar Prasad as Whole-time Director.

Mr. Arvind Kumar Prasad has been associated with the Company for 41 years and has played a significant role in the growth and development of the Company's business. Considering his contribution, experience and continued active involvement in the affairs of the Company, the Board of Directors is of the view that it would be in the best interests of the Company to continue the employment of Mr. Arvind Kumar Prasad as Whole-time Director upon his attaining the age of 70 years, up to the expiry of his current term of office on April 23, 2027, on the existing terms and conditions as approved by the members.

Accordingly, the Board recommends the Special Resolution set out in Item No. 1 of the Notice for approval by the members.

Except Mr. Arvind Kumar Prasad, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution.

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

Place : New Delhi
Date : August 5, 2026

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

Sd/-
Pushpalatha Katkuri
Company Secretary