

Date: August 5, 2022

National Stock Exchange of India Limited
Exchange Plaza
C-1, Block G, Bandra Kurla Complex,
Bandra (E), Mumbai-400051

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001

Company Symbol: SIS

Company Code: 540673

Dear Sir/Madam,

Sub: Submission of Annual Report 2021-22 (including Notice of 38th Annual General Meeting) and Business Responsibility and Sustainability Report 2021-22

This is to inform you that the thirty-eighth Annual General Meeting ("AGM") of the Company is scheduled to be held on Tuesday, August 30, 2022, at 12:00 Noon IST at Hotel Maurya, Fraser Road, Patna- 800001.

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith Annual Report of the Company including the Business Responsibility and Sustainability Report for the financial year 2021-22 and the Notice of AGM.

The Annual Report for the financial year 2021-22 including Notice of AGM is being sent to the shareholders by e-mail whose email IDs are registered with the Company/Depositories and to all other members at their registered address in the permitted mode. The same is also available on the Company's website at <https://sisindia.com/investors/annual-report>.

This is for your information and records.

Thanking you.

Yours Faithfully,
For SIS Limited

Pushpalatha K
Company Secretary



SIS LIMITED

(Formerly Security and Intelligence Services (India) Limited)

CIN- L75230BR1985PLC002083

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

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Website: www.sisindia.com E-mail: shareholders@sisindia.com

THIS NOTICE FORMS AN INTEGRAL PART OF THE ANNUAL REPORT 2021 - 22

NOTICE is hereby given that the thirty-eighth Annual General Meeting ("AGM") of SIS Limited will be held on Tuesday, August 30, 2022 at 12:00 Noon (IST) at Hotel Maurya, Fraser Road, Patna- 800001, Bihar 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, 2022, together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ravindra Kishore Sinha (DIN: 00945635), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mrs. Rita Kishore Sinha (DIN: 00945652), who retires by rotation and being eligible, offers herself for re-appointment.
4. Appointment of SS Kothari Mehta & Co, Chartered Accountants as statutory auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SS Kothari Mehta & Co., Chartered Accountants (Firm Registration No. 000756N) be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years, who shall hold office from the conclusion of this 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting and that the Board of Directors be and is hereby authorised to fix their remuneration from time to time as may be recommended by the Audit Committee in consultation with the Auditors.

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

SPECIAL BUSINESS:

5. Appointment of Mr. Uday Singh (DIN: 02858520) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (**"Act"**) and the Rules made thereunder read with Schedule IV to the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Regulations"**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Uday Singh (DIN: 02858520), who meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, for the first term of 5 years effective July 26, 2022, not liable to retire by rotation, upon such remuneration as may be determined by the Board of Directors from time to time within the limits approved by the members.

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

6. Re-appointment of Mr. Sunil Srivastav (DIN: 00237561) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, and other applicable provisions of the Companies Act, 2013 (**"Act"**) and the Rules made thereunder, read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements),

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Regulations, 2015 (**"SEBI Regulations"**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sunil Srivastav (DIN : 00237561), who meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company for second and final term of 5 years effective October 24, 2022, not liable to retire by rotation, upon such remuneration as may be determined by the Board of Directors from time to time within the limits approved by the members.

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

7. Revision in remuneration payable to Non-Promoter Non-Executive Directors by way of commission

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

"RESOLVED THAT in supersession of all the earlier resolutions passed for payment of remuneration to Non-Promoter Non-Executive Directors and pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013 (**"Act"**) and the Rules made thereunder read with Schedule V to the Act, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Board of Directors, the approval of the members be and is hereby accorded for payment of remuneration by way of commission or otherwise to the Non-Promoter Non-Executive Directors of the Company for the financial year 2022-23 and thereafter, at an amount not exceeding 1% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act and the said remuneration is in addition to sitting fee for attending the meetings of the Board and/or Committees thereof and the said remuneration be paid in such amount, proportion and manner as may be determined by the Board of Directors of the Company from time to time.

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."

8. Alteration of the Articles of Association 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 14 and other applicable provisions of the Companies Act, 2013 (**"Act"**) read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the members be and is hereby accorded for alteration of the Articles of Association of the Company in the manner as set out herein below:

1) Article 2 '**Definitions & Interpretation**' to be divided into two separate Articles i.e., 2.1 Definitions and 2.2 Interpretation.

2) To insert the following definitions under Article 2.1:

"Committee" / "Committees" means any committee(s) constituted by the Board of the Company.

"Managing Director" shall have the meaning assigned to it under the Act.

"Director" or "Directors" means the director or directors for the time being of the Company.

"SEBI LODR Regulations" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as may be amended from time to time) or regulations replaced thereof by the SEBI.

"SEBI" means the Securities and Exchange Board of India.

"Whole-time Director" shall have the meaning assigned to it under the Act.

3) To substitute the definition of Independent Directors with the following under Article 2.1:

"Independent Directors" shall have the meaning ascribed to it in Section 149 of the Act read with Chapter IV of the SEBI LODR Regulations.

4) To delete the definition of **"Special Resolution"** and **"Resolution (requiring) special Notice"** under Article No. 2.1.

5) To insert the following Article No. 2.2 after Article No. 2.1:

2.2 INTERPRETATION: Except where the context requires otherwise, these Articles will be interpreted as follows:

- (i) Any words or expressions or provisions of the Act or regulations issued by SEBI shall, as the case may be, if not

inconsistent with the subject or context, bear the same meaning in these Articles;

- (ii) Headings are for convenience only and shall not affect the construction or interpretation of any provision of these Articles;
 - (iii) Where a word or phrase is defined, other parts of speech and grammatical forms and the cognate variations of that word or phrase shall have corresponding meanings;
 - (iv) Words importing the singular shall include the plural and vice versa;
 - (v) References made to any provision of the Act shall be construed as meaning and including the references to the Companies Act, 2013 and the rules and regulations notified in relation to the same by the Ministry of Corporate Affairs; and
 - (vi) A reference to a statute or statutory provision includes, to the extent applicable at any relevant time:
 - (a) that statute or statutory provision as from time to time consolidated, modified, re-enacted or replaced by any other statute or statutory provision; and
 - (b) any subordinate legislation or regulation made under the relevant statute or statutory provision.
- 6) To substitute Article No. 3.2 with the following Article:**
- 3.2 The shares shall be under the control of Directors who may issue, allot or otherwise dispose of the same, in the manner and as may be permitted under the law.*
- 7) To substitute Article No. 3.3 with the following Article:**
- 3.3 Subject to the provisions of these Articles and in accordance with the provisions of the Act, the Board of Directors may (i) issue, allot or otherwise dispose of such shares, on such terms and conditions, and at such time, as the Directors think fit to any person the option or right to call on any shares either at par or at a premium; and (ii) allot and issue shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business. Any shares which may be so allotted may be issued as fully paid-*

up shares and if so issued, shall be deemed to be fully paid-up shares (iii) the Company shall, subject to the provisions of the Act and these Articles, have the power to issue equity shares and any other securities permitted under the law, by way of preferential allotment/ private placement (as may be applicable).

8) To insert the following Article No. 3.4 after Article No. 3.3:

3.4 The Company is authorised to issue bonus shares to the shareholders in the proportion as may be decided by the Board subject to approval of the shareholders at a general meeting, and in the manner and as may be permitted under the law.

9) To re-number Article No. 3.4 as Article No. 3.5.

10) To re-number Article No. 3.5 as Article No. 3.6 and substitute the same with the following Article:

3.6 If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Act, and whether or not the Company is being wound up, be varied in accordance with the Act.

11) To re-number Article No. 3.6 as Article No. 3.7.

12) To re-number Article No. 3.7 as Article No. 3.8 and substitute the same with the following Article:

3.8 Subject to the provisions of Section 55 of the Act, any preference shares may, be issued on the terms that they are to be redeemed on such terms and in such manner as may be prescribed under the Act.

13) To substitute Article No. 4 "Certificate of Shares" with the following Article:

4. DEMATERIALISATION OF SHARES

- 4.1 Notwithstanding anything to the contrary or inconsistent contained in these Articles, the Company shall be entitled to dematerialise its shares, debentures and other securities in accordance with the Depositories Act, 1996, as amended from time to time.
- 4.2 The provisions of this Article 4 shall mutatis mutandis apply to debentures of the Company.

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4.3 The shares/securities to be issued to the shareholders of the Company in case of any corporate actions including consolidation of share capital, sub-division of share capital, bonus issuance and any other kind of issuances, shall be in dematerialised form in the manner prescribed under Depositories Act, 1996 and any other applicable law, as may be amended from time to time.

4.4 Except as ordered by a court of competent jurisdiction or by applicable law required and subject to the provisions of the Act, the Company shall be entitled to treat the person whose name appears on the applicable register as the holder of any security or whose name appears as the beneficial owner of any security in the records of the depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such securities or (except only as by these Articles otherwise expressly provided) any right in respect of a security other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any security in the joint names of any two or more persons or the survivor or survivors of them.

4.5 The Company shall cause to be kept a register and index of members with details of securities held in materialised and dematerialised forms in any media as may be permitted by law including any form of electronic media. The register and index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be a register and index of members for the purposes of this act.

14) To substitute Clause (i) & (ii) of Article No. 5.1.(a). with the following Clauses:

5.1.(a)(i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 7 (seven) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined.

5.5.(a)(ii) the offer aforesaid may include a right exercisable by the person concerned

to renounce the shares offered to him or any of them in favour of any other Person; and the notice referred to in clause (i) above shall contain a statement of this right.

15) To substitute Clause (b) of Article No. 5.1 with the following Clause:

5.1.(b) to employees under a scheme of employees' stock option adopted by the Company subject to such conditions as prescribed in the Act; or.

16) To substitute Clause (c) of Article No. 5.1. with the following Clause:

5.1.(c) to any persons, if it's authorised by a resolution as required under the Act, whether or not those persons include the persons referred to in clause (a) or clause (b) either for cash or for a consideration other than cash in the manner prescribed in the Act.

17) To substitute Article No. 5.4 with the following Article:

5.4 Provided that the terms of issue of such debentures or the terms of such loans containing such option have been approved before the issue of such debentures or the raising of loan by a resolution passed by the Company in general meeting as may be required under the Act.

18) To substitute Article No. 6 with the following Article:

6. TRANSFER & TRANSMISSION OF SHARES

6.1 The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

6.2 The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

6.3 The Board may decline to register the transfer subject to the provisions of section 58 and other application provision of the Companies Act, 2013.

6.4 On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

6.5 *On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.*

6.6 *Nothing in Article 6.6 shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.*

6.7 *Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—*

- a. to be registered himself as holder of the share; or*
- b. to make such transfer of the share as the deceased or insolvent member could have made.*

6.8 *The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.*

6.9 (i) *If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.*

(ii) *If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.*

(iii) *All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.*

6.10 *A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:*

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

6.11 *The Company shall incur no liability or responsibility, whatsoever, in consequence of its registering or giving effect to any transfer of share(s) made or purported to be made by any apparent legal owner thereof (as shown or appearing in the Register) to the prejudice of person(s) having or claiming any equitable right, title or interest in the said shares, notwithstanding the Company may have had notice of such equitable right, title or interest or notice, purporting to prohibit registration of such transfer, and may have entered such notice or referred thereto in any book of the Company. The Company shall not be bound or required to regard or attend or give effect to a notice, which may be given to it by any equitable right, title or interest and further the Company shall not be under any liability, whatsoever, for refusing or neglecting to do, though it may have been entered or referred to in some book of the Company.*

19) To delete First proviso to Article No. 7.1.

20) To insert the following Article No. 7.5, 7.6 & 7.7 after Article No. 7.4:

7.5 *Payment of call in advance: The Board may, if it thinks fit (subject to the provisions of Section 50 of the Act) agree to and receive from any shareholder of the Company willing to advance the same, the whole or any part of the money due upon the shares held by him beyond the sums actually called up, and upon the amount so paid or satisfied in advance*

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or so much thereof as from time to time and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares in respect of which such advance has been made, the Company may pay interest, at such rate, not exceeding (unless the Company in a general meeting otherwise directs) 12% (twelve percent), as the shareholder paying such sum in advance and the Board agree upon, provided that the money paid in advance of calls shall not confer a right to participate in profits or dividend. The Board may decide at any time repay the amount so advanced.

7.6 No shareholder of the Company shall be entitled to voting rights in respect of the money (ies) so paid by him until the same would but for such payment, become presently payable.

7.7 The provisions of these Articles shall *mutatis mutandis* apply to the calls on debentures of the Company.

21) To substitute Article No. 9.1 & 9.2 with the following Articles:

9.1 *Subject to the terms hereof and the applicable provisions of the Act, the Company may, from time to time, by passing a resolution in a General Meeting increase the authorised share capital by such sum to be divided into shares of such amount as may be decided.*

9.2 *The Company may by passing a resolution (and subject to the provisions of Section 61 of the Act) in a general meeting:*

- a. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;*
- b. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;*
- c. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;*
- d. cancel the unissued shares of one class and increase in shares of another class; and*
- e. cancel the shares which at the date of passing of the resolution in that behalf have not been taken or agreed to be taken by any person and diminish the amount of share capital by the amount of shares so cancelled.*

22) To delete Article No. 9.4.

23) To re-number Article No. 9.5 as Article No. 9.4 and substitute the same with the following Article:

9.4 *The Company may reduce its share capital, capital redemption reserve and securities premium account in the manner prescribed under the Act.*

24) To substitute Article No. 10.2, 10.3 & 10.6 with the following Articles:

10.2 *The notice shall name a day (not being earlier than the expiry of 14 (fourteen) days from the date of service of the notice) and place(s), on and at which, such call or instalment and such interest as aforesaid are to be paid. The notice shall also state that in the event of non-payment before or on the time and at the place appointed, the shares, in respect of which such call was made, shall be liable to be forfeited.*

10.3 *If the requirements of any such aforesaid notice is not complied with, any share in respect of which such notice has been given may at any time thereafter but before payment of all calls or instalment, interest and expense due, in respect thereof, be forfeited by a resolution of the Board of Directors to that effect.*

10.6 *Any share so forfeited, shall be deemed to be the property of the Company and the Board of Directors may sell, or otherwise dispose of the same in such manner as it thinks fit. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.*

25) To substitute Article No. 11.1 & 11.3 with the following Articles:

11.1 *Subject to the applicable provisions of the Act and of these Articles, the Board of Directors may from time to time at its discretion, by a resolution passed at a meeting of the Board (not by resolution by circulation) raise or borrow and secure the payment of any sum or sums of money for the Company. Provided, however where the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of businesses) exceed the aggregate of the paid-up share capital, free reserves and securities premium, the Board shall not borrow without the consent of the Company, as prescribed under the law.*

11.3 *Any bonds, debentures, debenture-stock or other securities may if permissible in law be issued at a discount, premium or otherwise by the Company and shall with the consent*

of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into equity shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors or otherwise. Provided that debentures with rights to allotment of or conversion into equity shares shall not be issued except with, the sanction of the Company in general meeting accorded by a resolution as may be required under the Act.

- 26) To replace the word **“Chairman”** with **“Chairperson”** wherever it appears in Articles of Association.

27) To substitute Article No. 13.2, 13.3, 13.5 & 13.8 with the following Articles:

13.2 The Chairperson, if any, of the Board shall preside as chairperson of every general meeting, as well as the meeting of the Board of Directors. If chairperson is not present within 15 (fifteen) minutes after the time appointed for holding such meeting or is otherwise unwilling to act, the member present shall choose another Director as chairperson and if no Director be present or if all the Directors decline to take the chair, then the member present shall on a show of hands or on a poll, if properly demanded elect one of their member entitled to vote to be the chairperson of the meeting.

13.3 In case the quorum is not present within the time prescribed, the meeting shall stand adjourned and conducted in the manner provided under the Act.

13.5 Before or on the declaration of the result of the voting on any resolution on show of hands, a poll may be ordered / demanded (i) by the Chairperson of the meeting on his own motion (ii) by the members present in person or by proxy, where allowed, and having not less than one-tenth of the total voting power or holding shares on which an aggregate sum of not less than five lakh rupees or such higher amount as may be prescribed has been paid-up. Unless, a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands, been carried on unanimously or by a particular majority or lost and entry to that effect in the minute book of the Company shall be the conclusive evidence of the fact without proof

to the proportion of the vote recorded in favour of or against that resolution.

13.8 Where a poll to be taken, the chairperson of the meeting shall appoint such number of persons, as he deems necessary, to scrutinise the poll process and votes given on the poll and to report thereon to him in the manner as may be prescribed.

28) To substitute Article No. 15.1 with the following Article:

15.1. Until otherwise determined by the Company in general meetings the number of directors shall not be less than 3 (three) and more than 15 (fifteen), provided that the Company may appoint more than 15 (fifteen) directors after passing a resolution as may be required under the Act. The continuing Directors may act notwithstanding any vacancy in their body but if the minimum falls below the number fixed, the board of directors shall not except for the purpose of filling up vacancy in their number, act as long as the number remains below the minimum.

29) To substitute the Proviso of Article No. 15.3 with the following proviso:

Provided that where the regular non-executive chairperson is a promoter of the Company or is related to any promoter or person occupying management positions at the level of Board of Directors or at one level below the Board of Directors, at least half of the board of directors of the Company shall consist of Independent Directors. The expression ‘related to any promoter’ for the purposes of this Article 15.3 shall be construed in accordance with the SEBI LODR Regulations.

30) To substitute Article No. 15.4 with the following Article:

15.4 In addition to the duties set out in the Act, the Board of Directors shall be bound to comply with the duties and obligations as specified under the SEBI LODR Regulations.

- 31) To delete Article No. 15.5.

32) To re-number Article No. 15.6 as Article No. 15.5 and substitute the same with the following Article:

15.5 Each Director shall be entitled for remuneration for attending meetings of the Board as may be determined by the Board from time to time, provided that such fees shall not exceed the maximum permissible under the Act. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. The Board of Directors

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may allow and pay to any Director, who is not a bona fide resident of the place where a meeting of the Board is held and who shall come to such place for the purpose of attending a meeting, such sum as the Board of Directors may consider fair compensation for traveling expenses in addition to his remuneration payable from time to time. The Board of Directors may fix the remuneration to be paid to any member or members of the body constituting the committee appointed by the Directors in terms of these Articles. Subject to the provisions of these Articles, the Board shall have power at any time and from time to time to appoint any person as a Director to the Board. Subject to these Articles, any Director so appointed shall hold office of Director until the next annual general meeting and shall, subject to the provisions of Section 161, of the Act be eligible for re-election.

- 33) To re-number Article No. 15.7 as Article No.15.6.
- 34) To re-number Article No. 15.8 as Article No. 15.7 and to insert the following Clause no. (i) after Clause no. (h):
 - (i) *such other reasons as may be prescribed from time to time.*
- 35) To re-number Article No. 15.9 as Article No. 15.8.
- 36) To re-number Article No. 15.10 as Article No. 15.9.
- 37) To re-number Article No.15.11 as Article No. 15.10.
- 38) To re-number Article No. 15.12 as Article No. 15.11.
- 39) To re-number Article No. 15.13 as Article No. 15.12 and substitute the same with the following Article:

15.12 All meetings of the Board of Directors shall be presided over by the chairperson. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of the Board members present as the Chairperson of the meeting.
- 40) To re-number Article No. 15.14 as Article No. 15.13.
- 41) To re-number Article No. 15.15 as Article No. 15.14.
- 42) To re-number Article No. 15.16 as Article 15.15.
- 43) To re-number Article No. 15.17 as Article No. 15.16.
- 44) To re-number Article No. 15.18 as Article No. 15.17.
- 45) To delete Article No. 16.6.

46) To re-number Article No. 16.7 as Article No. 16.6 and substitute with the following Article:

16.6 Subject to the control of the Board of Directors as aforesaid, the Managing Director

or any other person authorised by the Board shall have control of books, papers, securities, documents, properties, assets and effects of the Company and shall have power to employ for the purpose of the Company such employees, clerks, assistants, workmen, solicitors, advocates, brokers and other officers as he/she shall think fit.

47) To substitute Article No. 19.5 with the following Article:

19.5 For the purpose of giving effect to any resolution under the two preceding Articles, the Board may settle any difficulty which may arise in regard to the distribution as it thinks expedient and in particular may issue fractional certificates, and may determine that cash payments shall be made to any members in order to adjust the rights of all parties, and may vest such cash in trustees upon such trusts for the persons entitled to the dividend or capitalized fund as may seem expedient to the Board. Where required, a proper contract shall be filed, and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalized fund, and such appointment shall be effective.

48) To substitute Article No. 20 with the following Article:

DIVIDEND

20.1 Subject to the provisions of the Act (including Section 123 in particular), the Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

20.2 Subject to the provisions of Section 123 of the Act, no dividend shall be payable, except out of the profits of the Company or out of moneys provided by the central or state government for the payment of the dividends in pursuance of any guarantee given by such government and no dividend shall carry interest against the Company.

20.3 The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company, subject to the provisions of the Act.

20.4 The Board may deduct, from any dividend payable, to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

20.5 No dividend shall be payable except in cash, provided that nothing in the foregoing shall be deemed to prohibit the capitalization of

profits of reserves of the Company, for the purpose of issuing fully paid up bonus shares, or paying up any amount for the time being unpaid on the shares held by the members of the Company.

20.6 A transfer of share shall not pass the rights to any dividend declared thereon before the registration of the transfer by the Company.

20.7 Subject to these Articles, no dividend shall be paid in respect of any share except to the registered holder of such share or to his order or to his bankers but nothing contained in this Articles shall be deemed to require the banker of a registered shareholder to make a separate application to the Company for the payment of the dividend.

20.8 Any one of several persons who are registered as the joint holders of any share may give effectual receipts for all dividends and other payments in respect of such share.

20.9 Unless otherwise directed in accordance with Section 123 of the Act, the dividend, interest or other moneys payable in cash in respect of a share may be paid by cheque or warrant sent through the post, to the registered address of the holders, in case of joint holders, to the registered address of the one of the joint-holders who is the first named in the Register, or to such person and such address as the holders or joint holders, as the case may be, may direct and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent.

20.10 There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

20.11 Unpaid or Unclaimed Dividend:

- a. Where the Company has declared a dividend which has not been paid or the dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration to any shareholder entitled to payment of the Dividend, the Company shall transfer the total amount of dividend, which remained unpaid or unclaimed within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days to a special account to be opened by the Company in that behalf in any scheduled bank to be called the "Unpaid Dividend Account".

- b. Any money so transferred to the Unpaid Dividend Account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the fund established under sub-section (1) of Section 125 of the Act, viz. "Investors Education and Protection Fund".

49) To substitute Article No. 21.6 with the following Article:

21.6 The Company shall, and the controlling shareholders shall cause the Company, and the Company shall cause its subsidiaries and affiliates to, keep proper, complete and accurate books of account in rupees in accordance with the applicable law.

50) To substitute Article No. 23.2 with the following Article:

23.2 Subject to the relevant provisions of the Act, the members shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting and the manner and procedure of selection of auditors by the members of the Company at such meeting shall be such as may be prescribed under the Act.

Provided further that before such appointment is made, the written consent of the auditor to such appointment, and a certificate from him or it that the appointment, if made, shall be in accordance with the conditions as may be prescribed, shall be obtained from the auditor:

Provided also that the certificate shall also indicate whether the auditor satisfies the criteria provided in section 141 of the Act:

Provided also that the Company shall inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar within fifteen days of the meeting in which the auditor is appointed.

51) To substitute Article No. 23.6 with the following Article:

23.6 The qualifications, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company mentioned in the auditor's report shall be read before the annual

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general meeting and the same shall be open to inspection by any member of the Company.

52) To substitute Article No. 24.1 with the following Article:

24.1 All notes or other documents may be given or sent by the Company in accordance with the provisions of Sections 20 and 101 and any other applicable provision of the Act.

53) To delete Article 24.2, 24.3 & 24.4.

54) To substitute Article No. 27.1.(a) with the following Article:

27.1.(a) If the Company shall be wound up, the liquidator may, with the sanction of a resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

55) To insert Article No. 28 after Article No. 27:

28. BUY-BACK OF SHARES

28.1 Notwithstanding anything contained in these articles but subject to the provisions of Sections 68 to 70 and other applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

56) To re-number Article No. 28 as Article No. 29 and substitute with the following Article:

29. INDEMNITY

29.1. Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

57) To re-number Article No. 28A as Article No. 30 and accordingly re-number the Sub-Article 28A (i) as Sub-Article 30.1.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all requisite, incidental, consequential steps to implement the above resolution and to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolutions."

By Order of the Board

For **SIS Limited**

Sd/-

Pushpalatha Katkuri

Place : New Delhi

Date : July 26, 2022

Company Secretary

NOTES:

1. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 ("**the Act**") in respect of the special businesses of the Notice as set above, are annexed hereto.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.
3. The instrument appointing a proxy must be deposited at the Registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form for the meeting is attached to this notice.
4. A person can act as proxy on behalf of not exceeding 50 (Fifty) members and holding in aggregate not more than 10 per cent of the total share capital of the Company carrying voting rights. A member holding more than 10 per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.
5. Corporate Members intending to send their authorised representatives to attend the meeting, pursuant to Section 113 of the Act, are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. Members, Proxies and Authorised representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith duly completed and signed for attending the meeting.

7. In 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 already voted through remote e-voting.
8. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at this AGM, is provided as an Annexure to this Notice.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members during the AGM.
10. The certificate from the Secretarial Auditor certifying that Company's Employee Stock Option Plan is being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations 2014, as amended and in accordance with the resolutions passed by the members of the Company will be available for inspection at the AGM.
11. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed entities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of this, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact Link Intime India Private Limited, Registrar and Share Transfer Agents of the Company (**"Link Intime"**) or the Company for any assistance in this regard.
12. Members are requested to intimate to the Company, queries, if any, regarding the Accounts at least 7 days before the AGM to enable the management to keep the information ready at the meeting. The queries may be addressed to the Company Secretary – Ms. Pushpalatha Katkuri, Company Secretary and Compliance Officer, 106, 1st Floor, Ramanashree Arcade, 18 M.G. Road, Bangalore, Karnataka – 560 001, India, Ph.: 080- 2559 0801, E-mail: shareholders@sisindia.com.
13. In terms of Section 101 and 136 of the Act read with the rules made thereunder, companies can send Annual Reports and other communication through electronic mode to those members who have registered their e-mail address either with their DP or the Company. The Notice of AGM, along with the Annual Report for the year ended March 31, 2022, is being sent by electronic mode to those members whose e-mail addresses are registered with the DPs/Company, unless a member has requested for a physical copy of the same. Physical copies of the Annual Report are being sent by the permitted mode to those members who have not registered their e-mail addresses. The Annual Report for the year ended March 31, 2022, circulated to the members is also available on the Company's website, www.sisindia.com.
14. 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 Link Intime in case the shares are held in physical form.
15. Members may note that the Notice and the Annual Report 2021-22 will also be available on the Company's website www.sisindia.com, 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 www.evotingindia.com.
16. In terms of the provisions of Section 72 of the Act, members are entitled to make nominations in respect of the equity shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Link Intime in case the shares are held in physical form.
17. Members are requested to note that dividends remaining unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline. Members who wish to claim such dividends are requested to correspond with Link Intime for revalidation of warrants/drafts or instructions and encash them before the due dates. Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form IEPF-5 available on www.iepf.gov.in.
18. Members are requested to address all correspondence, including dividend related matters to Link Intime.
19. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its members to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited ("CDSL") on all the 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.

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20. The remote e-voting period will commence on Saturday, August 27, 2022 (IST 09:00 a.m.) and will end on Monday, August 29, 2022 (IST 05:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Tuesday, August 23, 2022, 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., Tuesday, August 23, 2022.
21. 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.
22. Resolutions passed by members through e-voting shall be deemed to have been passed as if they have been passed at the AGM.
23. 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. However, if a member is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
24. 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 voting during the AGM, in a fair and transparent manner.
25. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting and make, not later than three days of the conclusion of the AGM, 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.
26. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.sisindia.com and on the website of CDSL 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.
27. The route map to reach the venue of the AGM is annexed.

ANNEXURE TO THE NOTICE

Explanatory statement pursuant to Section 102 of the Companies Act, 2013

The following statement sets out all material facts relating to certain Ordinary Business and all the Special Business mentioned in the accompanying Notice:

Item No. 2.

Though not statutorily required, the following is being provided as additional information to the members.

As per the provisions of Section 152 of the Companies Act, 2013 ("**Act**"), Mr. Ravindra Kishore Sinha (DIN: 00945635), Director (Chairman), is due to retire by rotation. Mr. Sinha, being eligible, has offered himself for re-appointment.

Mr. Ravindra Kishore Sinha is the Chairman of the Company. He has been associated with the Company since incorporation. He has over 35 years of experience in the business of security services. He served as a Member of Parliament (Rajya Sabha) from Bihar from April 2014 to April 2020. He also served as an advisor to the Ministry of Human Resource Development, Government of India. He holds a bachelor's degree in arts from Magadh University.

The Board recommends the resolution in relation to the re-appointment of Mr. Ravindra Kishore Sinha as set out in Item No. 2 for approval of the members.

Except for Mr. Ravindra Kishore Sinha to whom the resolution relates, Mrs. Rita Kishore Sinha and Mr. Rituraj Kishore Sinha, none of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolution mentioned at Item No. 2.

Item No. 3.

Though not statutorily required, the following is being provided as additional information to the members.

As per the provisions of Section 152 of the Act, Mrs. Rita Kishore Sinha (DIN: 00945652), Non-Executive Director, is due to retire by rotation. Mrs. Sinha, being eligible, has offered herself for re-appointment.

Mrs. Rita Kishore Sinha has been associated with the Company as a Director since March 31, 1995. She has around 35 years of experience in legal matters and is presently enrolled with the Supreme Court Bar Association. She holds a bachelor's degree in arts (Hindi) and a bachelor's degree in law from Ranchi University.

The Board recommends the resolution in relation to the re-appointment of Mrs. Sinha as set out in Item No. 3 for approval of the members.

Except for Mrs. Rita Kishore Sinha to whom the resolution relates, Mr. Ravindra Kishore Sinha and Mr. Rituraj Kishore Sinha, none of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested financially or otherwise, in the resolution mentioned at Item No. 3.

Item No. 4

Though not statutorily required, the following is being provided as additional information to the members.

The Members, in the 33rd Annual General Meeting ('AGM') held on September 25, 2017, had approved the appointment of Saxena & Saxena, Chartered Accountants as the Statutory Auditors of the Company for a period of five years from the conclusion of the said AGM. Saxena and Saxena will complete their present (first) term on conclusion of this AGM in terms of the said approval.

Based on the recommendation of the Audit Committee, the Board of Directors, in its meeting held on July 26, 2022, recommended for the approval of the Members, the appointment of SS Kothari Mehta & Co., Chartered Accountants (Firm Registration Number 000756N) as the Statutory Auditors of the Company for the first term of five consecutive years to hold office from the conclusion of this AGM till the conclusion of the 43rd AGM.

The Committee considered various parameters like audit experience, competency of the audit team, market standing of the firm, clientele served, technical knowledge etc. and recommended the appointment of SS Kothari Mehta & Co., as Statutory Auditor of the Company.

SS Kothari Mehta & Co., a firm of Chartered Accountants has over 50 years standing with multi-industry experience. The firm has an India wide presence with offices in all various regions of India. They have various large, medium & MNCs as clients across industry i.e., cement, power, engineering, textile, sugar, construction, banking and financial sector. The firm is acting as auditors to a number of companies listed on the Stock Exchanges.

SS Kothari Mehta & Co. have given their consent for their appointment as Statutory Auditors of the Company and have confirmed that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Act.

The Board accordingly recommends the resolution set out at Item No. 4 of the Notice for your approval.

None of the Directors, Key Managerial Personnel or their relatives is, in any way, interested or concerned in the said resolution.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in its Meeting held on July 26, 2022, has appointed Mr. Uday Singh (DIN: 02858520) as an Independent Director of the Company for a period of 5 years with effect from July 26, 2022, not liable to retire by rotation, subject to the approval of the Members.

The Company has received a notice from a Member in terms of the provisions of Section 160 of the Act, signifying his intention to propose the appointment of Mr. Uday Singh as an Independent Director of the Company.

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Mr. Uday Singh has given his consent for appointment as an Independent Director and has also confirmed that he does not suffer from any disqualification in terms of Section 164 of the Act.

The Company has received a declaration from Mr. Uday Singh confirming that he fulfils the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Mr. Uday Singh possesses the relevant experience /expertise and fulfils the conditions specified in the Act and SEBI Listing Regulations for being appointed as an Independent Director and he is independent of the management.

Brief profile of Mr. Uday Singh

Mr. Uday Singh is currently a Non-executive Director on the board of the Company. He joined the Company in 2002 and was the CEO since 2004 and Whole-Time Director & CEO from August 2012 to April 2018. Thereafter, he continues on the board in a non-executive capacity. He has over 39 years of experience in management and has, in the past, held various positions with Metallurgical & Engineering Consultants (India) Limited, Jindal Vijaynagar Steel Ltd., and Praxair Carbon Dioxide Private Limited. He holds a bachelor's degree in Science (electrical engineering) from Birla Institute of Technology – Mesra, Ranchi and a post-graduate diploma in management from Brilliant's School of Management, Chennai.

The disclosures relating to Mr. Uday Singh as required under the SEBI Listing Regulations and Secretarial Standards on General Meeting, are set out as an Annexure to the Notice.

Considering his vast experience in the industry and business in which the Company and Group operates and in general management and leadership positions, the Board recommends the appointment of Mr. Uday Singh as an Independent Director for approval of the Members.

A copy of the draft letter for appointment of Mr. Uday Singh setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an e-mail to shareholders@sisindia.com.

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

Item No. 6

Mr. Sunil Srivastav was appointed as an Independent Director of the Company with the approval of the Members at the AGM held on July 20, 2020, for a period of 3 years to hold office upto October 23, 2022.

Based on his experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board of Directors, in its Meeting

held on July 26, 2022, has proposed the re-appointment Mr. Sunil Srivastav (DIN: 00237561) as an Independent Director for a second and final term of 5 years with effect from October 24, 2022, subject to the approval of the Members.

The Company has received a notice from a Member in terms of the provisions of Section 160 of the Act, signifying his intention to propose the appointment of Mr. Sunil Srivastav as a Director of the Company.

Mr. Sunil Srivastav has given his consent for appointment as an Independent Director and has also confirmed that he does not suffer from any disqualification in terms of Section 164 of the Act.

The Company has received a declaration from Mr. Sunil Srivastav confirming that he fulfils the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, Mr. Sunil Srivastav possesses the relevant experience /expertise and fulfils the conditions specified in the Act and SEBI Listing Regulations for being re-appointed as an Independent Director and is independent of the management.

Brief profile of Mr. Sunil Srivastav

Mr. Sunil Srivastav joined State Bank of India as a probationary officer in 1980. He was at the helm of the Corporate Accounts Group at State Bank of India. He served as Deputy Managing Director of Corporate Strategies and New Businesses at SBI since May 2014 and served as its Chief General Manager of Kolkata.

In a career spanning over 41 years, he acquired a rich experience in Credit Risk, Project Finance, Corporate Finance, International Banking, Investment Banking, Corporate Strategy and Digital & Retail banking. He is a keen analyst and commentator on developments in the field of Corporate Finance and Banking.

He is a graduate of the University of Delhi and holds a master's degree in business administration from Faculty of Management Studies, Banaras Hindu University.

The disclosures relating to Mr. Sunil Srivastav as required under the SEBI Listing Regulations and Secretarial Standards on General Meeting, are set out as an Annexure to the Notice.

The Board considers that his continued association would be of immense benefit to the Company and accordingly recommends the re-appointment of Mr. Sunil Srivastav as an Independent Director for approval of the Members.

A copy of the draft letter for appointment of Mr. Sunil Srivastav setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an e-mail to shareholders@sisindia.com.

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

Item No. 7

On December 10, 2021, the members through postal ballot, had approved the payment of commission to Non-Promoter Non-Executive Directors of the Company for the financial year 2021-22 and thereafter, at an amount not exceeding 0.50% of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act.

In terms of the provisions of the Section 196 and 197 of the Companies Act, 2013, the remuneration by way of commission can be paid to the Non-Executive Directors to the extent of 1 % of the net profits of the Company.

Considering the enhanced Corporate Governance requirements, particularly, Board Governance and Management, requiring greater time and commitments, attention and higher level of oversight of the Non-Executive Directors and to align the remuneration with the industry standards, the Board of Directors, in its meeting held on July 26, 2022, recommended revision in the remuneration payable to Non-Promoter Non-Executive Directors of the Company, by way of commission, not exceeding 1% of net profits of the Company calculated in accordance with the provisions of the Act, effective from the financial year 2022-23.

In terms of the provisions of the Act and SEBI Listing Regulations, all fees or compensation, if any, payable to Non-Executive Directors including Independent Directors requires approval of the Members.

Accordingly, approval of the members is sought by way of an Ordinary Resolution to pay remuneration, by way of commission, to Non-Promoter Non-Executive Directors of the Company upto 1% of the net profits of the Company for that financial year, computed in accordance with Section 198 of the Act commencing from the financial year 2022-23 and to authorise the Board of Directors to determine the amount or proportion for each of the Non-Promoter Non-Executive Director(s) including Independent Directors.

The proposed payment of commission will be in addition to the sitting fees payable to the Non-Promoter Non-Executive Director(s) for attending the meetings of the Board and/or Board Committees.

The Board accordingly recommends the resolution set out at Item No. 7 of the Notice for approval of the Members. Non-Promoter Non-Executive Directors are deemed to be interested in the said resolution to the extent of commission that may be received by them.

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

Item No. 8

In order to ensure alignment with changes to the Companies Act, 2013 and other regulations, the Board of Directors, in its meeting held on July 26, 2022, has approved alteration of the articles of association of the Company, subject to the approval of the Members.

The proposed amendments to the Articles of Association ("AoA") of the Company are as provided in the resolution.

In terms of the provisions of Section 14 of the Act, approval of the members by way of a special resolution is required for alteration of articles of association.

The Board recommends the resolution as set out at Item No. 8 of the Notice for approval of the Members.

A copy of the amended articles of association is available for inspection at the Registered Office of the Company on any working day during the business hours and is also uploaded on the website of the Company.

None of the Directors and Key Managerial Personnel or their respective relatives, is in any way, concerned or interested, in the said resolution.

Additional information on directors recommended for re-appointment in the forthcoming Annual General Meeting in pursuance of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

Name of the Director	Mr. Ravindra Kishore Sinha	Mrs. Rita Kishore Sinha	Mr. Uday Singh	Mr. Sunil Srivastav
Date of Birth and Age	September 22, 1951 70 Years	July 6, 1953 69 Years	April 7, 1949 73 Years	March 21, 1958 64 Years
Date of First Appointment on the Board	January 2, 1985	March 31, 1995	August 6, 2012	October 24, 2019
Specific functional areas and Skills/capabilities	Finance, Governance, Leadership/ Board Experience, Strategy and M&A, Risk, Marketing, Supply chain, Sustainability and Subject Expertise	Board Experience, Legal Experience and Subject Expertise	Finance, Governance, Leadership, Strategy and M&A, Risk, Sustainability and Subject Expertise	Finance, Governance, Board Experience, Risk and Subject Expertise
No. of Board Meetings attended during the year as a Director	4	4	4	4

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Name of the Director	Mr. Ravindra Kishore Sinha	Mrs. Rita Kishore Sinha	Mr. Uday Singh	Mr. Sunil Srivastav
Relationship with Directors and Key Managerial Personnel	Father of Mr. Rituraj Kishore Sinha, Managing Director and Spouse of Mrs. Rita Kishore Sinha, Non-Executive Director	Spouse of Mr. Ravindra Kishore Sinha, Chairman and Mother of Mr. Rituraj Kishore Sinha, Managing Director	None	None
Directorships held in other Companies as on March 31, 2021	- SIS Group Enterprises Limited - Ritu Raj Resorts Limited - Service Master Clean Limited - Tech SIS Limited - Saksham Bharat Skills Limited - Terminix SIS India Private Limited - Adi Chitragupta Finance Limited - SIS Asset Management Limited - ACFL Home Loan Limited	- Service Master Clean Limited - Tech SIS Limited - SIS Synergistic Adjacencies Ventures Pvt. Ltd. (formerly known as SISCO Security Services Pvt Limited) - SLV Security Services Pvt Limited - SIS Asset Management Limited - Maha Manav Mritunjay Institute of Yoga & Alternative Medicine Limited - SIS Group Enterprises Limited - Adi Chitragupta Finance Limited - Mritunjay Educational Foundation Limited	- Saksham Bharat Skills Limited - Security Skills Council (India) Limited - Terminix SIS India Private Limited	- Star Paper Mills Limited - CSB Bank Limited - Gillanders Arbuthnot & Co Ltd – Resigned on February 6, 2019 - Paisalo Digital Limited – Resigned on July 29, 2021 - Eros International Media Limited – Resigned on August 14, 2021 - Solar Industries India Limited – Resigned on January 13, 2022 - RSPL Limited - KLJ Plasticizers Limited
Membership in other companies - Audit Committee	-	-	-	-
Membership in other companies - Nomination and Remuneration Committee	-	-	-	-
Membership in other companies - Corporate Social Responsibility Committee	-	-	-	-
Membership in other companies - Stakeholders Relationship Committee	-	-	-	-
Membership in other companies - Risk Management Committee	-	-	-	-
Remuneration last drawn (FY2021 - 22)	₹ 2,28,17,704	₹ 3,75,000*	₹ 6,75,000*	₹ 10,25,000*
Number of Equity Shares held in the Company as on March 31, 2022	5,76,48,582	2,35,10,120	3,97,691	NIL

Note: The Directorships, Committee Memberships and Chairmanships do not include positions in foreign companies, private companies (which are not subsidiaries of public companies), Section 8 Companies & Limited Liability Partnership.

*Sitting fee for attending the meetings of Board and its committees.

I. GENERAL INSTRUCTIONS FOR MEMBERS FOR E-VOTING

- i. The voting period begins on August 27, 2022 and 09:00 A.M. and ends on August 29, 2022 and 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 23, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- iii. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

II. LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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	- 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. - 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 - 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

Notice Contd.

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

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

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 022- 23058738/022-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

III. INSTRUCTIONS FOR E-VOTING – PROCESS AND MANNER FOR E-VOTING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING IN DEMAT FORM & PHYSICAL SHAREHOLDERS

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders / Members” tab.
- (iii) Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in DEMAT form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form other than Individual and Physical Form	
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 as mentioned in instruction as stated above (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the company selection screen. However, members holding shares in DEMAT form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the DEMAT holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <SIS Limited> on which you choose to vote.

- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If DEMAT account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any,

should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- f. Alternatively, Non-Individual shareholders are required 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.

IV. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE DEPOSITORIES

- a) 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**.
- b) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
- c) 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 or contact at 022- 23058738 / 022-23058542/43.

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, 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 on 022- 23058542/43.



SIS LIMITED
(Formerly Security and Intelligence Services (India) Limited)
CIN- L75230BR1985PLC002083
Regd. Office- Annapoorna Bhawan, Telephone Exchange Road, Kurji, Patna- 800 010
Ph. No. +91 612 226 6666 Fax. +91 612 226 3948
Website: www.sisindia.com E-mail: shareholders@sisindia.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s):

Registered address:

E-mail Id:

Folio No. / Client Id:

DP ID:

I/We, being the member (s) of shares of SIS Limited, hereby appoint

1. Name:.....Address:.....

E-mail ID:.....Signature:

or failing him/her

2. Name:.....Address:.....

E-mail ID:.....Signature:

or failing him/her

3. Name:.....Address:.....

E-mail ID:.....Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the company, to be held on Tuesday, August 30, 2022 at 12:00 Noon (IST) at Hotel Maurya, Fraser Road, Patna- 800001, Bihar and at any adjournment thereof in respect of such resolutions as are indicated below:

I/ We wish my above proxy (ies) to vote in the manner as indicated in the box below:

S. No.	Resolution	Vote (Optional, see Note 2)	
		For	Against
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, 2022, together with the reports of the Board of Directors and the Auditors thereon		
2	To appoint a Director in place of Mr. Ravindra Kishore Sinha (DIN: 00945635), who retires by rotation and being eligible, offers himself for re-appointment		
3	To appoint a Director in place of Mrs. Rita Kishore Sinha (DIN: 00945652), who retires by rotation and being eligible, offers herself for re-appointment		
4	Appointment of SS Kothari Mehta & Co, Chartered Accountants as statutory auditors of the Company and to fix their remuneration		
Special Business:			
5	Appointment of Mr. Uday Singh (DIN: 02858520) as an Independent Director of the Company		
6	Re-appointment of Mr. Sunil Srivastav (DIN: 00237561) as an Independent Director of the Company		
7	Revision in remuneration payable to Non-Promoter Non-Executive Directors by way of commission		
8	Alteration of the Articles of Association of the Company		

Signed this day of..... 2022

.....
Signature of Shareholder Signature of Proxyholder(s)

**Affix
revenue
stamp of not
less than
₹ 1/-**

Notes:

1. This form, in order to be effective, should be duly completed and deposited at the registered office of the Company, not later than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.



SIS LIMITED
(Formerly Security and Intelligence Services (India) Limited)
CIN- L75230BR1985PLC002083
Regd. Office- Annapoorna Bhawan, Telephone Exchange Road, Kurji, Patna- 800 010
Ph. No. +91 612 226 6666 Fax. +91 612 226 3948
Website: www.sisindia.com E-mail: shareholders@sisindia.com

PLEASE FILL UP THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

ATTENDANCE SLIP

Folio No.....DP IDClient ID.....

Number of shares held:.....

I/We hereby record my/our presence at the 38th Annual General Meeting of SIS Limited held on Tuesday, August 30, 2022, at 12:00 Noon (IST) at Hotel Maurya, Fraser Road, Patna- 800001, Bihar.

.....
Name of the member /proxy
(in BLOCK letters)

.....
Signature of the member / proxy

ROUTE MAP TO THE AGM VENUE

Venue of the Annual General Meeting of the Company to be held on Tuesday, August 30, 2022 at 12:00 noon (IST)

Venue

Hotel Maurya, Fraser Road, Patna- 800001, Bihar

