



## 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

### THIS NOTICE FORMS AN INTEGRAL PART OF THE ANNUAL REPORT 2018-19

NOTICE is hereby given that the 35th Annual General Meeting (AGM) of Security and Intelligence Services (India) Limited will be held on Friday, June 28, 2019 at 12:30 p.m. at Hotel Maurya, Fraser Road, South Gandhi Maidan, Patna - 800 001, Bihar to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a. the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and the Auditors thereon; and
  - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the report of the Auditors thereon.
2. To declare dividend of ₹ 3.50 per equity share for the financial year ended March 31, 2019.
3. To appoint a Director in place of Mr. Uday Singh (DIN: 02858520), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Arvind Kumar Prasad (DIN: 02865273), who retires by rotation and, being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

5. **Re-appointment of Mr. Ravindra Kishore Sinha (DIN: 00945635), as Chairman of the Company and to fix his remuneration**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded for re-appointment of Mr. Ravindra Kishore Sinha (DIN: 00945635), as a Director, and also as Chairman of the Company for a period of 5 years at a remuneration of ₹ 25,000,000 per annum effective May 15, 2019.

**RESOLVED FURTHER THAT,** notwithstanding anything to the contrary herein contained where in any financial year during the tenure of the Chairman, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary including perquisites and allowances, as specified under Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable in this regard.”

6. **Approval for continuation of directorship of Mr. Devdas Apte (DIN: 03350583), as Non-Executive Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded for continuation of directorship of Mr. Devdas Apte (DIN: 03350583) as Non-Executive Director of the Company till the completion of his present term i.e. upto September 24, 2022.”

7. **Re-appointment of Mr. Tirumalai Cunnavakum Anandanpillai Ranganathan (DIN: 03091352), as an Independent Director of the Company for a period of 5 years**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for re-appointment of Mr. TCA Ranganathan (DIN: 03091352), as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 years effective July 30, 2019.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable in this regard.”

**8. Revision in the remuneration of Mr. Rituraj Kishore Sinha (DIN: 00477256), Managing Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded to increase the remuneration of Mr. Rituraj Kishore Sinha (DIN: 00477256), Managing Director to ₹ 10,000,000 per annum effective June 1, 2019 for the remaining period of his tenure as Managing Director of the Company.

**RESOLVED FURTHER THAT**, notwithstanding anything to the contrary herein contained where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary including perquisites and allowances, as specified under Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable in this regard.”

**9. Revision in the remuneration of Mr. Arvind Kumar Prasad (DIN: 02865273), Director- Finance of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded to increase the remuneration of Mr. Arvind Kumar Prasad (DIN: 02865273), Director - Finance to ₹ 5,500,000 per annum effective June 1, 2019 for the remaining period of his tenure as Director Finance of the Company.

**RESOLVED FURTHER THAT**, notwithstanding anything to the contrary herein contained where in any financial year during the tenure of the Director - Finance, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary including perquisites and allowances, as specified under Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable in this regard.”

By Order of the Board  
For **Security and Intelligence Services  
(India) Limited**

Place : Hyderabad  
Date : May 2, 2019

**Pushpalatha Katkuri**  
Company Secretary

**NOTES:**

1. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 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 MEETING 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 TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT 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 Companies Act, 2013 (“the Act”), are requested to send to the Company a certified true copy of the Board Resolution authorising 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. The Register of Members and Share Transfer Books will remain closed on Friday, June 21, 2019 for the purpose of AGM and payment of dividend, if approved by the members.

9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, will be available for inspection by the members at the AGM.
  10. 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 at the AGM.
  11. The certificate from the Auditors certifying that Company's Employee Stock Option Plans are being implemented in accordance with the SEBI (Share Based Employee Benefits), Regulations 2014 and in accordance with the resolutions passed by the members of the Company will be available for inspection at the AGM.
  12. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear in Register of Members as beneficial owners as on Friday, June 21, 2019.
  13. 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.
  14. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards on General Meetings, in respect of the Directors seeking appointment/re-appointment at the AGM, is provided as Annexure to the Notice.
  15. In terms of Section 101 and 136 of the Act read with the rules made thereunder, companies can serve 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, 2019, 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, 2019, circulated to the members is also available on the Company's website, www.sisindia.com.
- If there is any change in the e-mail address already registered with the Company, members are requested to immediately notify such change to the Company's Registrar and Share Transfer Agents in respect of shares held in physical form, and to their DPs in respect of shares held in electronic form.
16. Members who wish to claim dividends, which remained unclaimed, are requested to correspond with Link Intime Private Limited, Registrar and Share Transfer Agents for revalidation of warrants/drafts or instructions and encash them before the due dates. Members are requested to note that dividends remaining unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund.
  17. 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 desirous of making nominations may procure the prescribed Form SH-13 from the Registrar and Share Transfer Agents, Link Intime India Private Limited and submit the duly filled and signed form to the Registrar and Share Transfer Agents, in respect of shares held in physical form. Members holding shares in dematerialised mode, should file their nomination with their Depository Participant (DP).
  18. Members who hold shares in dematerialized form and wish to change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants.
- Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to Registrar and Share Transfer Agent of the Company.
19. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 directed that transfer of securities would be carried out in dematerialized form only with effect from April 1, 2019, except in case of transmission or transposition of securities. Accordingly, members holding shares in physical form were communicated by the Company's Registrar and Share Transfer Agents at their registered address.
- In view of the above and to avail the benefits of dematerialisation, members are requested to consider dematerialising shares held by them in physical form.
20. **Voting:**  
All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Friday, June 21, 2019 only shall be entitled to vote by availing the facility of remote e-voting or by voting at the AGM through polling paper. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

**Members holding shares in physical mode are requested to register their e-mail address with the Company's Registrar and Share Transfer Agents, and members holding shares in demat mode are requested to register their e-mail address with their respective DPs, in case the same is still not registered.**

**General Information:**

- a. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide e-voting facility to its members in respect of the businesses to be transacted at the 35th AGM of the Company. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as authorised agency to provide the facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ('remote e-voting'). It is clarified that it is not mandatory for a member to vote using remote e-voting facility.
- b. The facility for voting through polling paper shall be made available at the AGM for those members who have not cast their vote electronically using the remote e-voting facility.
- c. 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.
- d. Members can opt for only one mode of voting i.e. either by remote e-voting or by polling paper at the AGM. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and the votes cast through polling paper at the AGM shall be treated as invalid.
- e. Resolutions passed by members through e-voting or through polling paper at the AGM, are deemed to have been passed as if they have been passed at the AGM.
- f. The remote e-voting period will commence on Tuesday, June 25, 2019 (09:00 a.m.) and will end on Thursday, June 27, 2019 (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. Friday, June 21, 2019, 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.
- g. The voting rights of members shall be in proportion of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, June 21, 2019.
- h. Mr. Suryakant Kumar, Practicing Company Secretary (Membership No. 27610 and Certificate of Practice No. 10207) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM, in a fair and transparent manner.
- i. 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 in the presence of at least two witnesses

not in the employment of the Company 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 and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the vote shall be final and binding.

- j. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.sisindia.com](http://www.sisindia.com) and on the website of CDSL e-Voting immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be communicated to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

**Procedure for e-Voting:**

- (i) The voting period will begin on Tuesday, June 25, 2019 (09:00 a.m.) and will end on Thursday, June 27, 2019 (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, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The cut-off date for e-voting facility is Friday, June 21, 2019 and members whose names appear in the register of members shall be entitled to avail the service. Any person who becomes a member of the Company after the date of the Notice of the AGM and holding shares as on the cut-off date is requested to contact Company's RTA to get the details relating to his/her login details. Members may call the RTA through telephone number +91 22 4918 6270 or send an email request to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- (iii) The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders / Members" tab.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in DEMAT form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on address sticker.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) 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.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Institutional Members (Non Individual and Custodians)

- Institutional members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xxii) In case of joint members attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote (if cast at the AGM).

21. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, upto and including the date of the AGM.

22. The route map to reach the venue of the AGM is annexed.



## **ANNEXURE TO THE NOTICE**

### **Explanatory statement pursuant to SECTION 102 (1) of the Companies Act, 2013**

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

#### **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 Companies Act, 2013 ("the Act"), Mr. Uday Singh (DIN: 02858520), Director of the Company, is due to retire by rotation. Mr. Singh, being eligible, has offered himself for re-appointment.

The Board recommends the resolution mentioned at Item No. 3 for approval of the members.

Except for Mr. Singh, 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.

As per the provisions of Section 152 of the Act, Mr. Arvind Kumar Prasad (DIN: 02865273), Director- Finance of the Company, is due to retire by rotation. Mr. Prasad, being eligible, has offered himself for re-appointment.

The Board recommends the resolution mentioned at Item No. 4 for approval of the members.

Except for Mr. Prasad, none of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested financially or otherwise, in the resolution mentioned at Item No. 4.

#### **Item No. 5.**

Mr. Ravindra Kishore Sinha was appointed as Chairman-cum-Managing Director at the extra-ordinary general meeting held on May 31, 2014 to hold office for a period of five years upto May 14, 2019. Subsequently, Mr. Sinha resigned as Managing Director and continued to be the Chairman.

Based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members, the Board of Directors in its meeting held on May 2, 2019 approved the re-appointment of Mr. Sinha as Chairman for a period of 5 years at a remuneration of ₹ 25,000,000 per annum, as detailed hereunder, effective May 15, 2019:

- a. Basic Salary: ₹ 12,512,000 per annum
- b. Allowances: ₹ 10,182,098 per annum
- c. Perquisites: ₹ 39,600 per annum
- d. Statutory benefits viz., contribution to provident fund, leave encashment and medical insurance: ₹ 2,266,302 per annum

Approval of the members is required by way of a Special Resolution for reappointment and remuneration of Mr. Sinha.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Sinha has been received by the Company.

Additional information in respect of Mr. Sinha, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meetings, is enclosed.

The Board recommends the resolution mentioned at Item No. 5 for approval of the members.

Except for Mr. Ravindra Kishore Sinha, 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 financially or otherwise, in the resolution mentioned at Item No. 5.

#### **Item No. 6.**

Mr. Devdas Apte was appointed as Independent Director at the annual general meeting held on September 25, 2017 to hold office for a period of 5 years upto September 24, 2022

In terms of the SEBI Listing Regulations, approval of the members, by way of special resolution, is required for continuation of a non-executive director beyond the age seventy five years

Mr. Apte is aged 84 years and has crossed the age of 75 years. Therefore, in terms of SEBI Listing Regulations, approval of the members, by way of special resolution, is required for his continuation as a non-executive director.

Mr. Apte has been associated with the Company as a Director since February 16, 1999. He holds a bachelor's degree in arts from Nagpur University and was a Member of Parliament (Rajya Sabha) from Jharkhand constituency.

Mr. Apte is also a member of the Audit Committee and Corporate Social Responsibility Committee of the Company and has been providing valuable guidance to the Company. The Board is of the opinion that Mr. Apte's continuance on the Board would be beneficial to the Company.

Additional information in respect of Mr. Apte, pursuant to the SEBI Listing Regulations and the Secretarial Standard on General Meetings, is enclosed.

The Board recommends the resolution mentioned at Item No. 6 for approval of the members.

Except for Mr. Apte, 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. 6.

#### **Item No. 7**

Mr. Tirumalai Cunnavakaum Anandanpillai Ranganathan was appointed as Independent Director at the annual general meeting held on August 30, 2016 to hold office for a period of three years upto July 29, 2019.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on May 2, 2019 approved the re-appointment of Mr. Ranganathan as Independent Director for a second term of five years effective July 30, 2019.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Ranganathan has been received by the Company.

The Board, based on the performance evaluation and recommendation of the Nomination and Remuneration Committee, considers that given his background and experience, the continued association of Mr. Ranganathan would be beneficial to the Company.

The Company has received a declaration from Mr. Ranganathan to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Mr. Ranganathan fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Approval of the members is required by way of a Special Resolution for reappointment of Mr. Ranganathan.

Additional information in respect of Mr. Ranganathan, pursuant to the SEBI Listing Regulations and the Secretarial Standard on General Meetings, is enclosed.

The Board recommends the resolution mentioned at Item No. 7 of the accompanying notice for approval of the members.

Except for Mr. Ranganathan, 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. 7.

#### **Item No. 8**

Mr. Rituraj Kishore Sinha was appointed as the Managing Director of the Company at the extra-ordinary general meeting held on May 31, 2017 to hold office for a term of five years upto April 23, 2022.

Based on the recommendation of the Nomination and Remuneration Committee and considering the prevailing levels of managerial remuneration in industry, the Board of Directors, in its meeting held on May 2, 2019, recommended an increase in the remuneration of Mr. Sinha from ₹ 9,451,762 per annum to ₹ 10,000,000 per annum, as detailed hereunder, effective June 1, 2019.

- a. Basic Salary: ₹ 4,416,000 per annum.
- b. Allowances: ₹ 5,275,297 per annum.
- c. Perquisites: ₹ 39,600 per annum.
- d. Statutory benefits viz., contribution to provident fund, leave encashment and medical insurance: ₹ 269,103 per annum.

Approval of the members is required by way of a Special Resolution for revision in such remuneration.

Additional information in respect of Mr. Sinha, pursuant to SEBI Listing Regulations and the Secretarial Standard on General Meetings, is enclosed.

The Board recommends the resolution mentioned at Item No. 8 of the accompanying notice for approval of the members.

Except for Mr. Ravindra Kishore Sinha, 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 financially or otherwise, in the resolution mentioned at Item No. 8.

#### **Item No. 9**

Mr. Arvind Kumar Prasad was appointed as Director – Finance of the Company at the extra-ordinary general meeting held on May 31, 2017 to hold office for a term of five years upto April 23, 2022.

Based on the recommendation of the Nomination and Remuneration Committee and considering the prevailing levels of managerial remuneration in industry, the Board of Directors in its meeting held on May 2, 2019 recommended an increase in the remuneration of Mr. Prasad from ₹ 5,238,000 per annum to ₹ 5,500,000 per annum, as detailed hereunder, effective June 1, 2019.

- a. Basic Salary: ₹ 2,400,000 per annum.
- b. Allowances: ₹ 2,812,380 per annum.
- c. Statutory benefits viz., contribution to provident fund, leave encashment, medical insurance and gratuity: ₹ 287,620 per annum.

Approval of the members is required by way of a Special Resolution for revision in such remuneration.

Additional information in respect of Mr. Prasad, pursuant to the SEBI Listing Regulations and the Secretarial Standard on General Meetings, is enclosed.

The Board recommends the resolution mentioned at Item No. 9 of the accompanying notice for approval of the members.

Except for Mr. Prasad, none of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested financially or otherwise, in the resolution mentioned at Item No. 9.

**Additional information on directors recommended for appointment / 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 Institute of Company Secretaries of India.**

Name of the Director	Mr. Ravindra Kishore Sinha	Mr. Uday Singh	Mr. Rituraj Kishore Sinha	Mr. Arvind Kumar Prasad	Mr. Devdas Apte	Mr. TCA Ranganathan
Date of Birth and Age	September 22, 1951 67 Years	April 7, 1949 70 Years	November 29, 1980 38 Years	September 9, 1956 62 Years	June 15, 1934 84 Years	November, 19, 1953 65 Years
Date of First Appointment on the Board	January 2, 1985	August 6, 2012	April 24, 2017	April 24, 2017	February 16, 1999	July 30, 2016
Brief Resume Qualification, Experience and Nature of Expertise in specific functional areas	Mr. Sinha holds a bachelor's degree in arts from Magadh University. He has over 32 years of experience in the business of security services. At present, he is a Member of Parliament (Rajya Sabha) from Bihar. He has also served as an advisor to the Ministry of Human Resource Development, Government of India.	Mr. Singh 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. He has over 40 years of experience in management and has, in the past, held various positions with Metallurgical & Engineering Consultants (India) Limited and Jindal Vijaynagar Steel Ltd., and with Praxair Carbon Dioxide Private Ltd.	Mr. Sinha holds a bachelor's degree in arts from the University of Leeds. He joined the Company on July 8, 2002 as the Vice President (International Business Development) and was thereafter designated as the Chief Operating Officer. Subsequently, with effect from April 24, 2017, he was appointed as the Managing Director of the Company. He has over 16 years of experience in the business of security services.	Mr. Prasad holds a bachelor's degree in commerce from the University of Calcutta and an intermediate degree from the Institute of Chartered Accountants of India (ICAI). He has over 32 years of experience in the finance function.	Mr. Apte holds a bachelor's degree in arts from Nagpur University. He was a Member of Parliament (Rajya Sabha) from Jharkhand constituency. He has been associated with the Company since February, 1999.	Mr. Ranganathan holds a bachelor's degree in Arts (Economics) from St. Stephen's College and a master's degree in Arts (Economics) from University of Delhi. He has over 38 years of experience in banking and has, in the past, held various positions with Export Import Bank of India as the Chairman, with State Bank of Bikaner and Jaipur as the Managing Director.  As Chairman of Exim Bank, Mr. Ranganathan had been a member of several Government of India overseas initiatives such as Indo-South Africa CEO Forum, Indo-Africa Business Council, Indo-Myanmar Joint Trade and Investment Forum etc.  Mr. Ranganathan's international experiences include starting the first Indian Commercial Banking operations in China (SBI Shanghai) and Board positions in various SBI subsidiaries in North America, Africa and Asia.  Currently, Mr. Ranganathan is the Non-Executive Chairman of Indian Overseas Bank.
No. of Board Meetings attended during the year as a Director	4	4	4	4	4	4
Relationship with Directors and Key Managerial Personnel	Spouse of Mrs. Rita Kishore Sinha  Father of Mr. Rituraj Kishore Sinha	None	Son of Mr. Ravindra Kishore Sinha and Mrs. Rita Kishore Sinha.	None	None	None



Name of the Director	Mr. Ravindra Kishore Sinha	Mr. Uday Singh	Mr. Rituraj Kishore Sinha	Mr. Arvind Kumar Prasad	Mr. Devdas Apte	Mr. TCA Ranganathan
Directorships held in other Companies as on March 31, 2019	<ul style="list-style-type: none"> <li>• Ritu Raj Resorts Ltd.</li> <li>• Service Master Clean Ltd.</li> <li>• Tech SIS Ltd.</li> <li>• Saksham Bharat Skills Ltd.</li> <li>• Terminix SIS India Pvt. Ltd.</li> <li>• SIS Group Enterprises Ltd.</li> <li>• Adi Chitragupta Finance Ltd.</li> <li>• SISCO Security Services Pvt. Ltd.</li> <li>• SIS Asset Management Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Security Skills Council (India) Ltd.</li> <li>• Saksham Bharat Skills Ltd.</li> <li>• Terminix SIS India Pvt. Ltd.</li> <li>• Dusters Total Solutions Services Pvt. Ltd.</li> <li>• Uniq Detective and Security Services Pvt. Ltd.</li> <li>• Uniq Detective &amp; Security Services (AP) Pvt. Ltd.</li> <li>• Uniq Detective and Security Services (Tamilnadu) Pvt. Ltd.</li> <li>• Uniq Facility Services Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Adi Chitragupta Finance Ltd.</li> <li>• Dusters Total Solutions Services Pvt. Ltd.</li> <li>• Tech SIS Ltd.</li> <li>• Terminix SIS India Pvt. Ltd.</li> <li>• Service Master Clean Ltd.</li> <li>• Lotus Learning Pvt. Ltd.</li> <li>• Vardan Overseas Pvt. Ltd.</li> <li>• Sunrays Overseas Pvt. Ltd.</li> <li>• SIS Asset Management Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Security Skills Council (India) Ltd.</li> <li>• Service Master Clean Ltd.</li> <li>• Adi Chitragupta Finance Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Dusters Total Solutions Services Pvt. Ltd.</li> <li>• Service Master Clean Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• RAL Consumer Products Ltd.</li> <li>• Indian Overseas Bank.</li> <li>• Orient Electric Ltd.</li> </ul>
Audit Committee	Nil	Nil	Nil	Nil	Dusters Total Solutions Services Pvt. Ltd.	Orient Electric Ltd.
Nomination and Remuneration Committee	Service Master Clean Ltd.	Nil	Service Master Clean Ltd. Dusters Total Solutions Services Pvt. Ltd.	Nil	Dusters Total Solutions Services Pvt. Ltd.	Orient Electric Ltd.
Remuneration last drawn (FY2018-19)	₹ 21,321,258	Nil	₹ 8,955,392	₹ 4,963,220	Nil	Nil
Remuneration sought to be paid	Remuneration payable to Mr. Sinha is provided in the resolution referred in Item No 5.	Nil	Remuneration payable to Mr. Sinha is provided in the resolution referred in Item No 8.	Remuneration payable to Mr. Prasad is provided in the resolution referred in Item No. 9.	Nil	Nil
Number of Equity Shares held in the Company as on March 31, 2019	29,633,656	362,297	8,347,690	165,000	Nil	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.

## ROUTE MAP TO THE AGM VENUE

Venue of the Annual General Meeting of the Company to be held on  
Friday, June 28, 2019 at 12:30 p.m.

### VENUE

Hotel Maurya, Fraser Road, South Gandhi Maidan,  
Patna-800001, Bihar.

