

SECURITY AND INTELLIGENCE SERVICES (INDIA) LIMITED

CIN: L75230BR1985PLC002083

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

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THIS NOTICE FORMS AN INTEGRAL PART OF THE ANNUAL REPORT 2019-20

NOTICE is hereby given that the 36th Annual General Meeting ("AGM") of Security and Intelligence Services (India) Limited will be held on Monday, July 20, 2020 at IST 12:00 p.m. through Video Conferencing / Other Audio Visual Means ("VC") 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, 2020 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, 2020 and the report of 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.

SPECIAL BUSINESS:

4. Appointment of Mr. Sunil Srivastav (DIN: 00237561) as an Independent Director

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 149, 150, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sunil Srivastav (DIN: 00237561), who was appointed as an Additional Director in the capacity of Independent Director and who holds office upto the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom a notice has been received in writing from a member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby

appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 3 years effective October 24, 2019.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to do all such acts, deeds and things and take all such steps as may be deemed necessary, proper or expedient in this regard."

5. Re-appointment of Mrs. Renu Mattoo (DIN: 08050374) as an Independent Director and continuation of Mrs. Mattoo, as a Non-Executive Director

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 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members be and is hereby accorded for re-appointment of Mrs. Renu Mattoo (DIN: 08050374), in respect of whom a notice has been received in writing from a member of the Company under Section 160 of the Companies Act, 2013 proposing her candidature for the office of a Director, not liable to retire by rotation, for another period of 2 years effective January 29, 2021.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the members be and is hereby accorded for continuation of directorship of Mrs. Renu Mattoo (DIN: 08050374) as a Non-Executive Director.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to do all such acts, deeds and things and take all such steps as may be deemed necessary, proper or expedient in this regard."

6. Re-appointment of Mr. Rajan Krishnanath Medhekar (DIN: 07940253), as an Independent Director

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 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members be and is hereby accorded for re-appointment of Mr. Rajan Krishnanath Medhekar (DIN: 07940253), in respect of whom a notice has been received in writing from a member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, not liable to retire by rotation, for another period of 2 years effective September 25, 2020.

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

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

Sd/-
Place : Bangalore
Date : June 18, 2020

Pushpalatha Katkuri
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. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC, without the physical presence of the members at a common venue. Hence, in compliance with the MCA Circulars and the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) the AGM of the Company is being held through VC.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the AGM are requested to send a certified copy of the Board resolution/authorization letter to the Company or upload on the e-voting portal.
5. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. 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 electronically for inspection by the members during the AGM.
7. 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 such as, 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 to Link Intime India Private Limited (“Link Intime”), Registrar and Share Transfer Agents of the Company in case the shares are held in physical form.
8. Members are requested to address all correspondence, including dividend related matters to Link Intime.
9. 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.
10. 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 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. Members who have cast their votes by remote e-voting prior to the AGM may also participate in the AGM through VC but shall not be entitled to cast their vote again. **The manner and process of e-voting remotely by members is provided in the instructions for e-voting which forms part of this Notice.**
11. The remote e-voting period will commence on Friday, July 17, 2020 (IST 09:00 a.m.) and will end on Sunday, July 19, 2020 (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. Monday, July 13, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed

- to change it subsequently. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, July 13, 2020.
12. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
 13. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. 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 he/she 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.
 14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the 36th AGM and the Annual Report 2019-20 are being sent only through electronic mode to those members whose email addresses are registered with the Company/ DPs. Members may note that the Notice and Annual Report 2019-20 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.
 15. Members holding shares in demat mode, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective DP, and members holding shares in physical mode are requested to update their e-mail addresses with the Company's RTA, Link Intime at rnt.helpdesk@linkintime.co.in. To receive the copies of the Annual Report and other communication in electronic mode and to obtain the User ID/password for e-voting, members may follow the below process for registration of e-mail address:
 - a. Members holding shares in physical mode - Please provide necessary details like Folio No., Name of the member, share certificate number, PAN and mobile number by email at rnt.helpdesk@linkintime.co.in.
 - b. Members holding shares in demat form - Please contact your Depository Participant and register your e-mail address as per the process advised by your DP.
 16. Additional information, pursuant to Regulation 26 (4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings, in respect of the Directors seeking appointment/re-appointment at the AGM, is provided as Annexure to the Notice.
 17. In case of joint holders, 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.
 18. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@sisindia.com on or before July 13, 2020. The same will be replied by the Company suitably.
 19. 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 No. SH-13. Members are requested to submit the said details to their Depository Participant in case the shares are held by them in electronic form and to Link Intime in case the shares are held in physical form.
 20. The Board of Directors has appointed Mr. Suryakant Kumar, Practicing Company Secretary (Membership No. 27610 and Certificate of Practice No. 10207) as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM, in a fair and transparent manner.
 21. The Scrutinizer shall, after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, 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 or a person authorized by him in writing, who shall countersign the same.
 22. 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.
 23. As per Regulation 40 of SEBI Listing Regulations, 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 or the Company for any assistance in this regard.
 24. Since the AGM will be held through VC, the Route Map is not annexed to this Notice.

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 Businesses 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 Act Mr. Ravindra Kishore Sinha, Chairman of the Company, is due to retire by rotation. Mr. Sinha, being eligible, has offered himself for re-appointment.

The Board recommends the resolution mentioned at Item No. 2 for approval of the members.

Except for Mr. Sinha, Mrs. Rita Kishore Sinha and Mr. Rituraj Kishore Sinha, none of the Directors, Key Managerial Personnel or their respective relatives is 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, Director of the Company, is due to retire by rotation. Mrs. Sinha, being eligible, has offered herself for re-appointment.

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

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

Item No. 4

The Board of Directors, in its meeting held on October 24, 2019, had appointed Mr. Sunil Srivastav as Additional Director of the Company in the capacity of Independent Director with effect from October 24, 2019.

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

The Company has received a declaration from Mr. Srivastav 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.

Mr. Srivastav is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Srivastav's association would be of immense benefit to the Company considering his rich experience and expertise and he fulfils the conditions specified in the Act and SEBI Listing Regulations for his appointment, and he is independent of the management of the Company.

A copy of the draft letter of appointment of Mr. Srivastav as an Independent Director setting out the terms and conditions is available for electronic inspection by the members.

Approval of the members is required by way of an Ordinary Resolution for appointment of Mr. Srivastav.

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

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

Except for Mr. Srivastav, to whom the resolution relates, none of the Directors, Key Managerial Personnel or their respective relatives is concerned or interested in the resolution mentioned at Item No. 4.

Item No. 5.

Mrs. Renu Mattoo was appointed as an Independent Director effective January 29, 2018 to hold office for a period of three years upto January 28, 2021 and the appointment was approved by the members at the annual general meeting held on June 28, 2018.

Mrs. Mattoo will attain the age of 75 years on September 8, 2020. In terms of the provisions of SEBI Listing Regulations, approval of the members, by way of special resolution, is required for her continuation as a Non-Executive Director.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in its meeting held on April 30, 2020 had approved the re-appointment of Mrs. Mattoo as an Independent Director for a second term of 2 years and recommended the continuation of Mrs. Mattoo as a Non-Executive Director.

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

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

The Company has received a declaration from Mrs. Mattoo to the effect that she 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, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

Mrs. Mattoo is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In the opinion of the Board, Mrs. Mattoo fulfils the conditions specified in the Act and SEBI Listing Regulations for her re-appointment and continuation as a Non-Executive Director and she is independent of the management of the Company.

A copy of the draft letter of appointment of Mrs. Mattoo as an Independent Director setting out the terms and conditions is available for electronic inspection by the members.

Approval of the members is required by way of a Special Resolution for re-appointment and continuation of Mrs. Mattoo.

Additional information in respect of Mrs. Mattoo, pursuant to the 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 Mrs. Mattoo, to whom the resolution relates, none of the Directors, Key Managerial Personnel or their respective relatives is concerned or interested in the resolution mentioned at Item No. 5.

Item No. 6

Mr. Rajan Krishnanath Medhekar was appointed as an Independent Director effective September 25, 2017 to hold office for a period of three years upto September 24, 2020 and the appointment was approved by the members at the annual general meeting held on June 28, 2018.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in its meeting held on April 30, 2020, had approved the re-appointment of Mr. Medhekar as an Independent Director for a second term of 2 years effective September 25, 2020.

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

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

The Company has received a declaration from Mr. Medhekar 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.

Mr. Medhekar is not disqualified from being appointed as Director in terms of Section 164 of the Act.

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

A copy of the draft letter of appointment of Mr. Medhekar as an Independent Director setting out the terms and conditions is available for electronic inspection by the members.

Approval of the members is required by way of a Special Resolution for re-appointment of Mr. Medhekar.

Additional information in respect of Mr. Medhekar, 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 of the accompanying notice for approval of the members.

Except for Mr. Medhekar, to whom the resolution relates, none of the Directors, Key Managerial Personnel or their respective relatives is concerned or interested in the resolution mentioned at Item No. 6.

Additional information on directors recommended for appointment / re-appointment in the forthcoming Annual General Meeting in pursuance of Regulation 26 (4) and 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. Sunil Srivastav	Mrs. Renu Mattoo	Mr. Rajan Krishnanath Medhekar
Date of Birth and Age	September 22, 1951 68 Years	July 6, 1953 66 Years	March 21, 1958 62 Years	September 8, 1945 74 Years	April 12, 1952 68 Years
Date of First Appointment on the Board	January 2, 1985	March 31, 1995	October 24, 2019	January 29, 2018	September 25, 2017
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. 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.	Mrs. Sinha holds a bachelor's degree in arts (Hindi) and a bachelor's degree in law from Ranchi University. She has around 33 years of experience in the legal field and is presently enrolled with the Supreme Court Bar Association.	Mr. Srivastav 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. 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. He joined State Bank of India as a probationary officer in 1980. In a career spanning over 38 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.	Mrs. Mattoo, is an English (Hons.) from the University of Delhi and a post-graduate from XLRI, Jamshedpur. She was a professor for post-graduate management at XLRI for nearly 16 years. In addition to her academic responsibilities, she was also faculty head for placement from 1980 to 1992. She is a renowned consultant and Executive Coach to C-level executives. Executives from nearly 700 companies in India and abroad have attended her management workshops. She has written over 400 articles, which have been published in many top business journals and magazines, and she has been invited to read papers at various international seminars in India and abroad.	Mr. Medhekar is a graduate from the Birla Institute of Technology and Science (BITS), Pilani and a post-graduate in Solid State Physics from the University of Mumbai. He was an officer of the Indian Police Service (1975 Batch) and has served with distinction in several critical assignments with the Kerala State Police and with the Government of India, concluding his career as the Director General of the National Security Guard (NSG), the country's elite force for Counter Terrorism and Anti-Hijack operations. He has wide experience and deep insight into the functioning of enforcement, national security, intelligence and crime investigation systems.
No. of Board Meetings attended during the year as a Director	5	5	2	3	6
Relationship with Directors and Key Managerial Personnel	• Spouse of Mrs. Rita Kishore Sinha and Father of Mr. Rituraj Kishore Sinha	• Wife of Mr. Ravindra Kishore Sinha and Mother of Mr. Rituraj Kishore Sinha.	None	None	None

Name of the Director	Mr. Ravindra Kishore Sinha	Mrs. Rita Kishore Sinha	Mr. Sunil Srivastav	Mrs. Renu Mattoo	Mr. Rajan Krishnanath Medhekar
Directorships held in other Companies as on March 31, 2020	<ul style="list-style-type: none"> 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 	<ul style="list-style-type: none"> Mritunjay Educational Foundation Limited Maha Manav Mritunjay Institute of Yoga & Alternative Medicine Limited Ritu Raj Resorts Limited Adi Chitragupta Finance Limited SIS Group Enterprises Limited SIS Asset Management Limited SISCO Security Services Private Limited Tech SIS Limited 	<ul style="list-style-type: none"> Star Paper Mills Ltd. Gillanders Arbuthnot & Co Ltd. Paisalo Digital Limited Eros International Media Limited Solar Industries India Limited 	<ul style="list-style-type: none"> Dusters Total Solutions Services Private Limited 	Nil
Audit Committee	-	-	Eros International Media Limited	Dusters Total Solutions Services Private Limited	-
Nomination and Remuneration Committee	Service Master Clean Limited	-	Paisalo Digital Limited	Dusters Total Solutions Services Private Limited	-
Remuneration last drawn (FY2019-20)	INR 22,516,172	INR 375,000*	INR 150,000*	-	INR 1,725,000*
Number of Equity Shares held in the Company as on March 31, 2020	59,267,312	24,222,110	-	-	-

* Sitting fee for attending the meetings of the Board and Committees.

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.

INSTRUCTIONS FOR PARTICIPATION THROUGH VC

Please follow the below steps for registration and participation

Step 1: Please visit <https://www.evotingindia.com> to access the VC link.

Step:2 Log in using shareholders tab to access VC session by using your e-voting log in Id and password

Step:3 Click on the VC link and fill your details viz., Name, Place, Mobile Number and E-mail ID and then click on **“Join”** to join the meeting

Step:4 Members who have not cast their vote on the resolutions through remote e-voting shall be eligible to vote through the e-voting system during the AGM by clicking on the EVSN available in the same page.

System requirements/prerequisites for Members/Attendees:

- Any internet enabled device – Laptop/Desktop/Smartphone/Tablet
- Latest internet browser
- Laptop/desktop with at least Core2duo processor, 1GB RAM, good quality multimedia kit, Internet connectivity good quality without proxy & firewall –ideally broadband connectivity- 512 kbps or 2 mbps and above dedicated bandwidth
- Ports 1935, 443 and 80 should be opened to allow streaming content
- iPad viewers to have good internet connection of at least 1 Mbps bandwidth to view the webcast
- Members/viewers/Attendee to download the software/app of platform provider cisco WebEx in advance & ready to connect fast for meeting.

Help line Number:

022-23058542/43

General instructions for members for attending the AGM through VC

- a. Member will be provided with a facility to attend the AGM through VC through the CDSL e-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of Company is displayed.
- b. The facility for joining the AGM through VC will be opened 30 minutes before the scheduled start-time of the AGM and will be available for members on a first-come-first-served basis.
- c. Members can participate in the AGM through their desktops/smartphones/ laptops etc. However, for better experience and smooth participation, it is advisable to join

the meeting through desktops/laptops with high speed internet connectivity.

- d. Please note that members connecting from mobile devices or tablets or through laptops via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- e. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, demat account number/folio number, PAN, email id, mobile number at investorrelations@sisindia.com from July 14 to July 16, 2020.
- f. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

25. Instructions for e-voting – Process and manner for e-voting

- (i) The members 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 Members holding shares in Demat Form 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)
	<ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number.

For Members holding shares in Demat Form and Physical Form	
Dividend Bank Details	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.
OR Date of Birth (DOB)	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 (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 <Company Name> 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) Note for Institutional Members (Non Individual and Custodians)

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.

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.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting. 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.

(xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com or call at 022-23058542/43.

(xx) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at 022-23058542/43.

A large, colorful isometric illustration depicting various services offered by sis Group Enterprises. It includes a security guard checking a person's ID, a person cleaning a shelf, a person using a floor buffer, a person in a hazmat suit, a person at an ATM, a person at a computer monitor, a person at a desk, a person in a yellow vehicle, and a person in a blue uniform. The word 'ESSENTIAL' is written in large, white, sans-serif letters across the center, with 'SOLUTIONS FOR A SAFER SOCIETY' written in smaller, white, sans-serif letters below it. The background is a large red circle.