

Date: November 10, 2021

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: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Postal Ballot Notice ("**Notice**") dated October 27, 2021 for seeking approval of the members through remote e-voting only for (i) Payment of commission to Non-promoter Non-Executive Directors and Independent Directors of the Company; and (ii) Appointment of Mr. Rajan Verma (DIN: 09243467) as an Independent Director of the Company.

In accordance with the applicable laws, the Notice is being sent by electronic mode only to those members whose names appeared in the Register of Members/List of Beneficial Owners maintained by the Company/Depositories respectively as at close of business hours on November 5, 2021.

The Notice is available on the Company's website at www.sisindia.com.

Members whose names appeared in the Register of Members/List of Beneficial Owners as on the cut-off date i.e. November 5, 2021 are eligible for the purpose of remote e-voting.

The remote e-voting will commence from 9:00 am on Thursday, November 11, 2021 and will end at 5:00 pm on Friday, December 10 2021.

Kindly take note of the same.

Thanking you.

Yours Faithfully,
For **SIS Limited**


Pushpalatha K
Company Secretary



SIS Limited

(Formerly Security and Intelligence Services (India) Limited)

Address for correspondence: #106, 1st Floor, Ramanashree Arcade, 18 MG Road, Bangalore- 560 001, Karnataka

Registered office: Annapoorna Bhawan, Patliputra Telephone Exchange Road, Kurji, Patna 800 010 Bihar

Website: www.sisindia.com Tel: +91 80 2559 0801

CIN: L75230BR1985PLC002083



SIS LIMITED

(Formerly Security and Intelligence Services (India) Limited)

CIN - L75230BR1985PLC002083

Registered 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

NOTICE OF POSTAL BALLOT

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020 and the General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time), that the resolutions appended below are proposed for approval of the members of the Company through postal ballot by remote e-voting process (“**e-voting**”)

The Board of Directors, at its meeting held on October 27, 2021, had appointed Mr. Sudhir V Hulyalkar (FCS 6040), Practicing Company Secretaries, Bangalore, as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company has appointed Central Depository Services (India) Limited to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this postal ballot notice (“**Postal Ballot Notice**”) to cast their vote electronically. Members are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Friday, December 10, 2021, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the member.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the members to register their e-mail addresses. Therefore, those members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

Resolution No. 1

Payment of commission to Non-promoter Non-Executive Directors and Independent Directors of the Company.

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 Sections 149(9), 197, 198 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder read with Schedule V to the Act (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the members be and is hereby accorded for payment of commission to Non-Promoter Non-Executive Directors and Independent Directors, in such amount or proportion as may be determined by the Board of Directors from time to time, upto 0.5% of the net profits of the Company for that financial year computed in accordance with the provisions of Section 198 of the Act commencing from the financial year ending on March 31, 2022, in addition to the sitting fee for attending the meetings of the Board and/or Committees thereof.

RESOLVED FURTHER THAT the Directors be and are hereby severally authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution.”

Resolution No. 2:

Appointment of Mr. Rajan Verma (DIN: 09243467) 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder read with Schedule IV to the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Rajan Verma (DIN: 09243467), who was appointed as an Additional Director in the capacity of Independent Director of the Company effective July 28, 2021 in terms of Section 161 of the Act, and in respect of whom a notice has been received in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a term of two years effective July 28, 2021, not subject to retirement 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 Directors be and are hereby severally authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution.”

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

**Pushpalatha K
Company Secretary**

Place: Bangalore

Date: October 27, 2021

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals set out in the resolution No. 1 and 2 is annexed herewith.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. The Postal Ballot Notice is being sent to the members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, November 5, 2021. Members who have not registered their e-mail address are requested to follow the process provided in the Notes below to receive this Notice and login ID and password for remote e-voting.
3. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.sisinida.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 Central Depository Services (India) Limited ("CDSL") www.evotingindia.com.
4. In accordance with the provisions of the MCA Circulars, members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to members for this postal ballot. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, November 5, 2021 ("cut-off date") will be entitled to cast their votes by e-voting.
5. Resolutions passed through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
6. The voting rights for the Equity Shares of the Company are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the members as on the cut-off date. A person who is not a member on the relevant date should treat this notice for information purpose only.
7. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by CDSL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. Members are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice. Members are requested to cast their vote through the e-voting process not later than 05:00 P.M. IST on Friday, December 10, 2021 to be eligible for being considered, failing which it will be strictly considered that as vote has been received from the member.
9. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the votes cast through e-voting. Based on the Scrutinizer's Report, the Results of the e-voting will be announced on or before Saturday, December 11, 2021. The declared Results, along with the Scrutinizer's Report, will be displayed on the Company's website under the section 'Investors' (www.sisindia.com/investors/postal-ballot), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
10. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, December 10, 2021, i.e., the last date specified for receipt of votes through the e-voting process.
11. Additional information in respect of Mr. Rajan Verma, pursuant to the SEBI Listing Regulations, and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is provided as Annexure to this Notice.

12. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an e-mail to shareholders@sisindia.com.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

The e-voting facility will be available during the following period:

- a. Commencement of e-voting – 9:00 A.M. (IST) on Thursday, November 11, 2021
- b. End of e-voting – 05:00 P.M. (IST) on Friday, December 10, 2021

During this period, members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

- (i) Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.
- (ii) Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual members holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page 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	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number 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.

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 and 22-23058542-43.
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

B. LOGIN METHOD FOR E-VOTING FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING IN DEMAT FORM.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” module.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (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 e-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 Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ○ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to 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.
 - 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 company), if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR REGISTRATION OF E-MAIL ID WITH THE COMPANY/RTA/DEPOSITORIES.

1. **Members holding shares in physical mode** – Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to visit portal of Link Intime India Pvt. Ltd., Registrar & Share Transfer Agent of the Company at https://web.linkintime.co.in/EmailReg/Email_Register.html and update their respective email address by uploading the requisite documents thereat.

2. Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participants (s) are requested to register/update their e-mail address with the Depository Participant(s).

If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 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.

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

Item No. 1

With the enhanced Corporate Governance requirements under the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) coupled with the size, complexity and global operations of the Group and greater obligations cast on the Board of Directors, the role, and responsibilities of the Directors on the Board, particularly that of Independent Directors, now has become more onerous, requiring greater time commitments, attention and a higher level of oversight.

Since the matter was one in which the members of the Nomination and Remuneration Committee were interested, the matter of payment of commission to Non-Promoter, Non-Executive Directors and Independent Directors of the Company was referred by the said committee to the Board.

Accordingly, the Board of Directors, in its meeting held on July 28, 2021, has approved a proposal for payment of commission of upto 0.5% of the net profits of the Company to Non-Promoter Non-Executive Directors and Independent Directors of the Company commencing from the financial year 2021-22.

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 commission to Non-Promoter Non-Executive Directors and Independent Directors of the Company upto 0.5% 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 2021-22 and to authorise the Board of Directors to determine the amount or proportion for each of the Non-Promoter Non-Executive Directors including Independent Directors.

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

Non-Promoter Non-Executive Directors and Independent Directors are interested in the said resolution to the extent of the commission, if any, which may be paid to them.

Except the above, none of the Directors and Key Managerial Personnel or their respective relatives, are concerned or interested, financially or otherwise, in the resolution No. 1.

The Board recommends the Resolution No. 1 of the Notice for approval of the members.

Item No. 2

On the basis of the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in its Meeting held on July 28, 2021, had appointed Mr. Rajan Verma (DIN: 09243467), as an Additional Director of the Company, pursuant to Section 161(1) of the Companies Act, 2013 (“the Act”) in the capacity of Independent Director effective July 28, 2021. Mr. Verma holds office as an Additional Director up to the date of the next annual general meeting.

Pursuant to the provisions of Section 149, 152 of the Act read with the Rules made thereunder and Schedule IV to the Act, Mr. Rajan Verma is proposed to be appointed as an Independent Director of the Company for a term of 2 years effective July 28, 2021, not liable to retire by rotation.

Mr. Verma has consented to act as a Director in terms of Section 152 of the Act and has provided a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Verma has confirmed that he meets the criteria of independence as prescribed under Section 149 of the Act.

In terms of the provisions of Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Mr. Verma to be appointed as an Independent Director.

In the opinion of the Board, Mr. Verma possesses the relevant experience /expertise and fulfils the conditions specified in the Act and SEBI Listing Regulations for his appointment as an Independent Director and is independent of the management. Given his experience the Board considers it desirable and in the interest of the Company to have Mr. Verma on the Board of the Company.

The draft letter of appointment of Mr. Verma setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an e-mail to shareholders@sisindia.com.

Except Mr. Verma whose appointment is proposed, none of the Directors and Key Managerial Personnel or their respective relatives are interested or concerned, financially or otherwise, in the resolution No. 2.

The Board recommends the resolution No. 2 of the Notice for approval of the Members.

Brief profile of Mr. Rajan Verma is provided below:

Mr. Verma served as the Chief Labour Commissioner, Central New Delhi from January 1, 2019, to May 31, 2020, and held various positions at Organised Group “Ä” Service with the Ministry of Labour and Employment, Government of India for a period of almost 30 years from the year 1987 to 2017. He has rich experience of over 34 years in the areas of industrial, labour, and related laws and in-depth knowledge of enforcement of various provisions of the Industrial Laws. He advised and assisted the Ministry in interpretation of provisions of various Industrial Laws viz., Contract Labour Regulation and Abolition Act, Industrial Disputes Act, Factory Act.

His significant contribution in the field of law includes maintenance of smooth industrial relation by having consistent effective communication between administration, trade unions and workers. He has successfully managed timely disposal of applications and cases as Quasi-Judicial Authority providing timely relief to Industrial units and its workers as a Conciliation Officer. He has played an instrumental role in handling grievances which included consultation with employees and administration in respect of disciplinary matters on various occasions arising out of industrial conflict and unrest. Under his leadership, 7976 number of industrial disputes were disposed-off effectively under the Industrial Disputes Act, 461 strike call by the unions were averted and 946 awards of Central Government Industrial Tribunal were implemented and under other Industrial laws 8006 cases were disposed.

Mr. Verma holds a bachelor’s degree in law from Kanpur University, master’s degree in commerce and Post Graduate Diploma in Labour Law from Gorakhpur University, and Post Graduate Diploma in Industrial Relations and Personnel Management from Rajendra Prasad Institute of Communication and Management Bhartiya Vidya Bhawan Mumbai.

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

**Pushpalatha K
Company Secretary**

**Place: Bangalore
Date: October 27,2021**

Details of Director seeking appointment through postal ballot by remote e-voting process

Name of the Director	Mr. Rajan Verma
Date of Birth	May 22, 1960
Age	61 years
Date of first appointment on the Board	July 28, 2021
Relationship with Directors and Key Managerial Personnel	None
Expertise in specific functional area	Industrial and Labour Laws
Qualification(s)	Bachelor's degree in law from Kanpur University, Master's degree in Commerce and Post Graduate Diploma in Labour Law from Gorakhpur University, Post Graduate Diploma in Industrial Relations and Personnel Management from Rajendra Prasad Institute of Communication and Management Bhartiya Vidya Bhawan Mumbai
Board Membership of other listed Companies as on September 30, 2021	-
Chairmanships/Memberships of the Committees of other public limited companies as on September 30, 2021	
a. Audit Committee	-
b. Nomination and Remuneration Committee	-
c. Stakeholder Relationship Committee	-
d. CSR Committee	-
Number of shares held in the Company as on September 30, 2021	Nil

Notes: The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013.