

June 2, 2025

National Stock Exchange of India Limited (“NSE”)

Exchange Plaza
C-1, Block G, Bandra Kurla Complex,
Bandra (E), Mumbai-400051
Company Symbol: SIS

BSE Limited (“BSE”)

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001
Company Code: Equity: 540673
Debt: 976573

(NSE and BSE, together referred to as the “Stock Exchanges”)

Dear Sir/ Ma’am,

Sub: Submission of public announcement dated Friday, May 30, 2025 (“Public Announcement”) for Buyback of equity shares of the face value of ₹5/- each (“Equity Shares”) of SIS Limited (the “Company”) through tender offer from existing securities holders pursuant to the provisions of the SEBI (Buy-Back of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”) and the Companies Act, 2013, as amended (“Buyback”)

This is in furtherance to our intimation dated March 25, 2025 informing the Stock Exchanges, that the Board of Directors of the Company, subject to approval from shareholders of the Company, approved the proposal of buy-back of 37,12,871 fully paid-up equity shares of the Company of face value of ₹5 each at a price of ₹404/- per equity share, on a proportionate basis, through the tender offer process (“**Buyback**”), in accordance with the provisions of the Companies Act, 2013, and rules made thereunder, the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the “**SEBI Buyback Regulations**”) as amended from time to time, and other applicable laws. Subsequently, the shareholders of the Company approved the aforesaid Buyback by way of a special resolution dated May 28, 2025, through a postal ballot (e-voting), whose results were declared on May 29, 2025, as communicated vide our letter dated May 29, 2025.

In this connection, we wish to inform you that pursuant to Regulation 7(i) of the SEBI Buyback Regulations, the Company has published a public announcement dated May 30, 2025 (“**Public Announcement**”) for the Buyback on June 2, 2025, in the newspapers mentioned below:

Name of the Newspaper	Language	Editions
Business Standard	English	All editions
Business Standard	Hindi	All editions
Aj	Hindi	Patna*

*Patna being where the registered office of the Company is located.

In this regard, we have enclosed copy of the Public Announcement that has been published in the aforesaid newspapers.

SIS 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 E-mail ID: compliance1@sisindia.com

CIN: L75230BR1985PLC002083

Further, as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the SEBI Buyback Regulations, the copy of the Public Announcement would also be available on the websites of the Company, i.e., www.sisindia.com, the manager to the Buyback, DAM Capital Advisors Limited, i.e. www.damcapital.in, and the stock exchanges, BSE Limited, i.e. www.bseindia.com and National Stock Exchange of India Limited i.e. www.nseindia.com.

Kindly take the same on record.

Thanking you.

Yours Sincerely,
For SIS Limited

PUSHPA LATHA KATKURI
Digitally signed
by PUSHPA
LATHA KATKURI
Date: 2025.06.02
22:41:55 +05'30'

Pushpalatha Katkuri
Company Secretary and Compliance Officer



SIS LIMITED
CIN - L75230BR1985PLC002083
Registered Office- Annapurna Bhawan, Telephone Exchange Road, Kurji, Patna- 800 010, Bihar, India
Tel. : +91 612 226 6666 • Fax: +91 612 226 3948
Website: www.sisindia.com, E-mail: shareholders@sisindia.com
Contact Person: Pushpalatha Kalkuri, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF SIS LIMITED (HEREINAFTER REFERRED AS "THE COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This Public Announcement ("Public Announcement"/ "PA") is being made in relation to the buyback of Equity Shares of a face value of ₹ 100/- (Rupees One Hundred and Fifty Cores only) each (the "Equity Shares") by the Company from the shareholders/beneficial owners of the Company through the tender offer route using the Stock Exchange Mechanism in accordance with Securities and Exchange Board of India ("SEBI") circular CIR/CFD/POLICYCELL/2015 dated April 13, 2015 read with the circular (SEBI/D/CR2/ CIRP/2018/131 dated December 9, 2018 and SEBI/HO/CFD/CIR/2022/1615 dated August 13, 2021 and SEBI circular SEBI/HO/CFD/Pd-2/IR/2023/35 dated March 8, 2023, as amended ("SEBI Circulars") pursuant to the provisions of Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (hereinafter referred as "SEBI Buyback Regulations") and contains the disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

OFFER TO BUYBACK OF UP TO 37,12,871 (THIRTY SEVEN LAKHS TWELVE THOUSAND EIGHT HUNDRED AND SEVENTY ONE) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 5 (INDIAN RUPEES FIVE ONLY) EACH OF THE COMPANY FOR AN AMOUNT NOT EXCEEDING ₹ 150,00,00,000 (INDIAN RUPEES ONE HUNDRED AND FIFTY CRORES ONLY) EACH AT PRICE OF ₹ 404/- (INDIAN RUPEES FOUR HUNDRED AND FOUR ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. Decimals have been rounded off to 2 (two) decimal points. In certain instances (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE

1.1 The board of directors of the Company (hereinafter referred to as the "Board of Directors" or "Board"), which expression shall include any committee constituted and authorized by the Board, and the Board meeting held on Tuesday, March 25, 2025 ("Board Meeting") has subject to approval of the shareholders of the Company by way of special resolution and subject to such approvals of regulatory and/or statutory authorities as may be required under applicable laws, approved the buyback of up to 37,12,871 (Thirty Seven Lakhs Twelve Thousand Eight Hundred and Seventy One) Equity Shares on a proportionate basis through the tender offer route through the Stock Exchange Mechanism in accordance with Article 28 of the Articles of Association of the Company and the provisions of the SEBI Buyback Regulations, Companies Act, 2013, as amended (the "Companies Act"), rules framed thereunder including the Securities (Share Capital and Debentures) Rules, 2014 as amended (the "Share Capital Rules") and the Companies (Management and Administration) Rules, 2014, as amended ("Management Rules"), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended to the extent applicable ("Listing Regulations") and SEBI Circulars, at a price of ₹ 404/- (Indian Rupees Four Hundred and Four only) per Equity Share ("Buyback Price"), payable in cash for an aggregate amount of up to ₹ 150,00,00,000 (Indian Rupees One Hundred and Fifty Cores only) excluding Transaction Costs (as defined below), applicable taxes and other incidental and related expenses ("Buyback Size").

1.2 In terms of Regulation 5(via) of the SEBI Buyback Regulations, the Board or Committee may till (i) one working day prior to the Record Date (as defined below), increase the "Buyback Price" and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

1.3 The Buyback is more than 10% of the total paid up equity share capital and free reserves of the Company based on standalone financial statement of the Company, as per its latest audited standalone financial statement as on March 31, 2024. Accordingly, the Company had sought approval of the shareholders of the Company for the Buyback, by way of special resolution in accordance with Regulation 5(v) of the SEBI Buyback Regulations. The shareholders of the Company approved the Buyback by way of special resolution through postal ballot by voting through electronic means ("Remote E Voting") pursuant to a postal ballot notice dated Tuesday, March 25, 2025, the ("Postal Ballot Notice"), the results of which were announced on Thursday, May 29, 2025.

1.4 The Buyback Size represents 15.19% and 6.49% of the aggregate of the total paid-up share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as at March 31, 2024, (i.e. the latest audited financial statements available as on the date of the board meeting recommending the proposal of the Buyback), respectively, and within the statutory limit of 25% of the aggregate of the total paid-up share capital and free reserves of the Company based on standalone or consolidated financial statements of the Company, whichever sets out a lower amount, (in this case being the standalone audited financials of the Company), as per the applicable provisions of the Companies Act and SEBI Buyback Regulations.

1.5 Under the SEBI Buyback Regulations and the Companies Act, the maximum number of Equity Shares that can be bought in any financial year cannot exceed 25% of the total equity shares in the total paid up equity share capital of the Company in that financial year. The Company proposes to Buyback up to 37,12,871 (Thirty Seven Lakhs Twelve Thousand Eight Hundred and Seventy One) Equity Shares (representing 2.57% of the total equity shares in the total paid up equity share capital of the Company as on December 31, 2024), which is within the aforesaid limit of 25%.

1.6 The Buyback Size does not include transaction costs viz. brokerage costs, fees, turnover charges, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, filing fees to SEBI, Stock Exchanges charges, advisors' fees, printing and dispatch expenses, if any. Public Announcement publication expenses and other incidental and related expenses and charges ("Transaction Costs").

1.7 The Buyback is in accordance with Article 28 of the Articles of Association of the Company and Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable, SEBI Buyback Regulations read with SEBI Circulars and Regulations, subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, Registrar of Companies, Bihar at Patna, National Stock Exchange of India Limited ("NSE"), BSE Limited ("BSE") and/or other entities, including stock exchanges, together with SEBI, BSE, NSE, the "Appropriate Authorities") as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board.

1.8 The Equity Shares are listed on NSE and BSE (hereinafter together referred to as the "Stock Exchanges").

1.9 The Buyback shall be undertaken on a proportionate basis from all the equity shareholders/beneficial owners of the Company (except the shareholders/beneficial owners who may be specifically prohibited under the applicable laws by Appropriate Authorities), including the promoters and, members of the promoter group, who hold Equity Shares as at Friday, June 6, 2025 (the "Record Date") (such shareholders being the "Eligible Shareholders") through the tender offer process prescribed under Regulation 4(v)(a) of the SEBI Buyback Regulations and shall be implemented using the Stock Exchange Mechanism as specified by SEBI in the SEBI Circulars. In this regard, the Company will request NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback and for the purposes of this Buyback, NSE will be the designated stock exchange.

1.10 The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, each as amended and that such approvals shall be required to be taken by such non-resident shareholders.

1.11 In terms of the SEBI Buyback Regulations, under tender offer route, the promoters, the members of the promoter group and persons in control of the Company have the option to participate in the Buyback. In this regard, the Promoters, members of the promoter group and persons in control of the Company, vide their letters dated Tuesday, March 25, 2025 have expressed their intention to participate in the Buyback and tender Equity Shares based on their entitlement and to offer such number of additional equity shares, if so required, to ensure that post the Buyback the Company continues to be in compliance with the minimum public shareholding norms as prescribed under applicable laws. To the extent of their participation in the Buyback has been detailed in paragraph 7 of this Public Announcement.

1.12 The Buyback will not result in any benefit to the promoters, members of the promoter group, persons in control of the Company or any directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the cash consideration shall be paid in response to the tender in the Buyback as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the members of the promoter, promoter group and person in control in the Company may increase or decrease from their existing shareholding in the total equity capital and voting rights of the Company. The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the Listing Regulations. Any change in voting rights of the promoter, promoter group and persons in control of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

1.13 A copy of this Public Announcement is available on the website of the Company (www.sisindia.com), website of the Intimate to the Buyback at www.sebi.gov.in and is expected to be available on the website of SEBI (www.sebi.gov.in) during the period of the Buyback and on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).

1.14 Participation in the Buyback by Eligible Shareholders will trigger tax on the consideration received on Buyback by them. The Finance (No. 2) Act, 2024, has made amendments in relation to buy-back of shares w.e.f. October 01, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which has been bought back by the company shall be treated as capital loss in the hands of the shareholder and allowed to be carried forward and set off against capital gain from the provisions of the Income Tax Act, 1961 read with any applicable rules framed thereunder ("ITA"). The company is required to deduct tax at source at 10% under section 194 of the ITA in respect of the consideration payable to Resident shareholders on buy-back of the shares. In respect of consideration payable to Non-resident shareholders, tax shall be withheld at the rate of 20% as per the ITA or as per the rate in the respective Tax Treaty, whichever is beneficial subject to the availability of proof documents by such non-residents. Since the buyback of shares shall take place through the settlement mechanism of the stock exchange, securities transaction tax at 0.10 % of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

2. NECESSITY FOR THE BUYBACK

2.1 The current Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective and efficient manner. The Board at its meeting held on Tuesday, March 25, 2025 considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalone and consolidated audited financial statements as on March 31, 2024 and also as on the date of the Board Meeting and considering these, the Board decided to allot funds up to ₹ 150,00,00,000 (Indian Rupees One Hundred and Fifty Cores only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback. The Buyback will help the Company achieve the following objectives: (i) optimize returns to shareholders; and (ii) enhance overall shareholders' value.

2.2 After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend a Buyback of Equity Shares at a price of ₹ 404/- (Indian Rupees Four Hundred and Four only) per Equity Share for an aggregate amount not exceeding ₹ 150,00,00,000 (Indian Rupees One Hundred and Fifty Cores only). The Buyback is being undertaken, inter-alia, for the following reasons:

(i) The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;

(ii) The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, and reserves for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;

(iii) The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;

(iv) The Company gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment; and

(v) The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment, as and when required.

3. MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK, AND ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED

3.1 The maximum amount required for Buyback will not exceed 37,12,871 (Thirty Seven Lakhs Twelve Thousand Eight Hundred and Seventy One) Equity Shares (representing 2.57% of the total number of Equity Shares in the total paid-up equity capital of the Company as on December 31, 2024), at a price of ₹ 404 (Indian Rupees Four Hundred and Four only) per Equity Share ("Buyback Price"), subject to any increase to the "Buyback Price" and decrease in the number of Equity Shares proposed to be bought back, such that there is no change in the aggregate size of the Buyback as may be approved by the Board/Buyback Committee, payable in cash for an aggregate amount not exceeding ₹ 150,00,00,000 (Indian Rupees One Hundred and Fifty Cores only), excluding Transaction Costs, which represents 15.19% and 6.49% of the aggregate of the Company's fully paid-up equity share capital and free reserves as per the standalone audited financials and consolidated audited financials of the Company for the year ended as on March 31, 2024 respectively, which is within the statutory limits of 25% of the aggregate of the fully paid-up equity share capital and free reserves of the Company, based on the standalone or consolidated financial statements of the Company as on March 31, 2024, whichever sets out a lower amount, and is in compliance with Regulation 4(i) of the SEBI Buyback Regulations and Section 68(2) of the Companies Act.

3.2 The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company (retained earnings) and/or such other source as may be permitted by the SEBI Buyback Regulations or the Companies Act. The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements.

3.3 The funds borrowed, if any, from banks and financial institutions shall not be used for the purpose of the Buyback.

4. MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES AND BASIS OF ARRIVING AT THE BUYBACK PRICE

4.1 The Equity Shares are proposed to be bought back at a price of ₹ 404 (Indian Rupees Four Hundred and Four only) per Equity Share ("Buyback Price").

4.2 The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on BSE and NSE i.e. the stock exchanges, where the Equity Shares of the Company are listed, impact on net worth, price earnings ratio, earnings per share and other financial parameters.

4.3 The Buyback Price represents:

- i. Premium of 23.21% and 23.14% to the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the three months preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback ("Intimation Date").
 - ii. Premium of 33.57% and 33.34% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, for two weeks preceding the Intimation Date.
 - iii. Premium of 39.09% and 39.19% over the closing price of the Equity Shares on BSE and NSE, respectively, as on March 19, 2025, which is a day preceding the Intimation Date.
 - iv. Premium of 36.69% and 36.79% over the closing price of the Equity Shares on BSE and NSE, respectively, as on the Intimation Date.
- The closing market price of the Equity Shares as of the Intimation Date was ₹ 295.55 and ₹ 295.35 and as on the Board Meeting Date was ₹ 342.00 and ₹ 342.35 on the BSE and the NSE, respectively.

As required under Section 68(2)(a) of the Companies Act and Regulation 4(ii)(a) of the SEBI Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid-up capital and free reserves after the Buyback on audited standalone financial statements or audited consolidated financial statements of the Company as on March 31, 2024, whichever sets out a lower amount.

5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buy back up to 37,12,871 (Thirty Seven Lakhs Twelve Thousand Eight Hundred and Seventy One) Equity Shares, (representing 2.57% of the total number of Equity Shares in the total paid-up equity capital of the Company as at March 31, 2024) at the Buyback Price of ₹ 404/- (Four Hundred and Four only) per share for a total amount not exceeding ₹ 150,00,00,000/- (Indian Rupees One Hundred and Fifty Cores only).

6. DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP, SHAREHOLDING AND OTHER DETAILS

6.1 The aggregate shareholding in the Company of (a) promoters and the members of the promoter group and persons in control of the Company; (b) the director(s) of the Company, where the promoter is a company; (c) directors and key managerial personnel of the Company, as on the date of the Board Meeting, i.e., Tuesday, March 25, 2025, date of the Postal Ballot Notice i.e., Tuesday, March 25, 2025 and the date of this Public Announcement i.e., Friday, May 30, 2025, is as follows:

6.1.1 Aggregate shareholding of the promoters and the members of the promoter group and persons in control of the Company in the Company as on the date of the Board Meeting i.e., Tuesday, March 25, 2025, Postal Ballot Notice i.e., Tuesday, March 25, 2025 and the date of this Public Announcement i.e., Friday, May 30, 2025, is as follows:

S. No.	Name of Shareholder	Number of Equity Shares Held	% of Shareholding
1.	Promoter		
a.	Ravindra Kishore Sinha	5,66,18,087	39.22
b.	Rituraj Kishore Sinha	1,61,03,533	11.15
2.	Promoter Group		
a.	Rita Kishore Sinha	2,30,89,865	15.99
b.	Rivoli Sinha	46,82,510	3.24
c.	Pallavi Sinha	2,17,970	0.15
d.	Pallavi Sinha (Trustee of RKS JV Trust)	33,218	0.02
e.	Vikash Kishore Prasad	13,750	0.01
f.	Satyendra Kishore	10,884	0.01
g.	Vishan Narain Khanna	8,500	0.01
h.	Vocational Skills Council India Private Limited	31,42,152	2.18
	Total	10,39,20,469	71.98

6.1.2 Aggregate shareholding of the director(s) of the promoters, where the promoter is a company, as on the date of the Board Meeting i.e., Tuesday, March 25, 2025, date of the Postal Ballot Notice i.e., Tuesday, March 25, 2025, and the date of this Public Announcement i.e., Friday, May 30, 2025, is as follows:

6.1.3 Aggregate shareholding of the directors and key managerial personnel of the Company as on the date of the Board meeting, i.e., Tuesday, March 25, 2025, date of the Postal Ballot Notice i.e., Tuesday, March 25, 2025, and the date of this Public Announcement i.e., Friday, May 30, 2025, is as follows:

S. No.	Name of Shareholder	Designation	Number of Equity Shares Held	% of Shareholding
1.	Ravindra Kishore Sinha	Chairman and Executive Director	5,66,18,087	39.22
2.	Rituraj Kishore Sinha	Managing Director	1,61,03,533	11.15
3.	Rita Kishore Sinha	Non-Executive Director	2,30,89,865	15.99
4.	Uday Singh	Independent Director	3,00,000	0.21
5.	Arvind Kumar Prasad	Whole Time Director (Director-Finance)	3,11,479*	0.22
6.	Rivoli Sinha	Non-Executive Director	46,82,510	3.24
7.	Upendra Kumar Sinha	Independent Director	Nil	Nil
8.	Rajan Verma	Independent Director	Nil	Nil
9.	Sunil Srivastava	Independent Director	Nil	Nil
10.	Vrinda Sarup	Independent Director	Nil	Nil
11.	Deepak Kumar	Independent Director	Nil	Nil
12.	Brajesh Kumar	Chief Financial Officer	43,449	0.03
13.	Pushpalatha Kalkuri	Company Secretary and Compliance Officer	3,459*	Negligible

*The number of Equity Shares held have been mentioned as on date of Public Announcement, since there have been transactions undertaken by the respective director/key managerial personnel between the date of the Board Meeting and the date of the Public Announcement.

6.2 Aggregate of Equity Shares of other specified securities in the Company were either purchased or sold by the following during a period of six months preceding the date of the Board Meeting at which the buyback was proposed and from the date of the Postal Ballot Notice, till the date of the Public Announcement.

(a) promoters and the members of the promoter group and persons in control of the Company.

S. No.	Name of the Promoter	Aggregate number of shares purchased/sold	Nature of transaction	Maximum price per share (₹)	Date of maximum price	Minimum price per share (₹)	Date of minimum price
Promoters							
1.	Rituraj Kishore Sinha	15,838	Purchase	384.05	November 14, 2024	366.55	November 14, 2024
2.	Rituraj Kishore Sinha	9,878	Purchase	385.25	November 18, 2024	373.15	November 18, 2024
3.	Rituraj Kishore Sinha	65,000	Purchase	385.45	November 19, 2024	377.00	November 19, 2024
4.	Rituraj Kishore Sinha	25,090	Purchase	385.00	November 21, 2024	375.75	November 21, 2024
5.	Rituraj Kishore Sinha	7,658	Purchase	382.20	November 22, 2024	377.55	November 22, 2024
6.	Rituraj Kishore Sinha	17,641	Purchase	382.90	November 23, 2024	375.00	November 23, 2024
7.	Rituraj Kishore Sinha	43,000	Purchase	378.00	December 20, 2024	364.35	December 20, 2024
8.	Rituraj Kishore Sinha	1,08,000	Purchase	372.50	December 23, 2024	363.00	December 23, 2024
9.	Rituraj Kishore Sinha	56,815	Purchase	376.20	December 24, 2024	362.05	December 24, 2024
Members of the Promoter Group							
10.	Vishan Narain Khanna	1,000	Purchase	333.75	March 21, 2025	305.60	March 21, 2025

(b) Director(s) of the promoter, where the promoter is a company: NA

(c) Directors and key managerial personnel of the Company:

S. No.	Name of Director	Aggregate number of shares purchased/sold	Nature of transaction	Maximum price per share (₹)	Date of maximum price	Minimum price per share (₹)	Date of minimum price
Directors							
1.	Rituraj Kishore Sinha	15,838	Purchase	384.05	November 14, 2024	366.55	November 14, 2024
2.	Rituraj Kishore Sinha	9,878	Purchase	385.25	November 18, 2024	373.15	November 18, 2024
3.	Rituraj Kishore Sinha	65,000	Purchase	385.45	November 19, 2024	377.00	November 19, 2024
4.	Rituraj Kishore Sinha	25,090	Purchase	385.00	November 21, 2024	375.75	November 21, 2024
5.	Rituraj Kishore Sinha	7,658	Purchase	382.20	November 22, 2024	377.55	November 22, 2024
6.	Rituraj Kishore Sinha	17,641	Purchase	382.90	November 23, 2024	375.00	November 23, 2024
7.	Rituraj Kishore Sinha	43,000	Purchase	378.00	December 20, 2024	364.35	December 20, 2024
8.	Rituraj Kishore Sinha	1,08,000	Purchase	372.50	December 23, 2024	363.00	December 23, 2024
9.	Rituraj Kishore Sinha	56,815	Purchase	376.20	December 24, 2024	362.05	December 24, 2024
10.	Arvind Kumar Prasad	(1800)	Sale	397.10	November 05, 2024	389.10	November 05, 2024

S. No.	Name of Director	Aggregate number of shares purchased/sold	Nature of transaction	Maximum price per share (₹)	Date of transaction	Minimum price per share (₹)	Date of minimum price
Directors							
11.	Anvud Kumar Prasad	(200)	Sale	400.00	November 06, 2024	391.85	November 06, 2024
12.	Brijesh Kumar	2,500	Purchase ESOP	303.70	March 20, 2025	291.55	March 20, 2025
13.	Pushpalatha Kakkar	2,867	Purchase ESOP	342.40	April 30, 2025	333.85	April 30, 2025
14.	Anvud Kumar Prasad	(6000)	Sale	328.60	May 06, 2025	320.10	May 06, 2025
15.	Anvud Kumar Prasad	(1500)	Sale	328.00	May 07, 2025	320.15	May 07, 2025

Other than as disclosed above, none of our key managerial personnel have purchased or sold any Equity Shares in the last six months preceding the date of the Board Meeting at which the Buyback was approved, i.e., Tuesday, March 25, 2025, and from the date of the Postal Ballot Notice, till the date of the Public Announcement.

7 INTENTION OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN THE BUYBACK:

7.1 In terms of the SEBI Buyback Regulations, under tender offer route, the promoters, members of the promoter group and persons in control of the Company have the option to participate in the Buyback. In this regard, the promoters, members of the promoter group and persons in control of the Company, by their letters dated Tuesday, March 25, 2025 have expressed their intention to participate in the Buyback and tender Equity Shares based on their entitlement and to offer such number of additional Equity Shares, if so required, to ensure that post the Buyback the Company continues to be in compliance with the minimum public shareholding norms as prescribed under applicable laws.

S. No.	Name of Shareholder	Number of Equity Shares Held	Number of Equity Shares Intended to tender
Promoters			
1.	Ravindra Kishore Sinha	5,66,18,087	14,55,369
2.	Rituraj Kishore Sinha	1,61,03,533	4,13,942
Members of the Promoter Group			
3.	Rita Kishore Sinha	2,30,89,865	5,93,525
4.	Rivoli Sinha	46,82,510	1,20,364
5.	Pallavi Sinha	2,17,970	5,603
6.	Vocational Skills Council India Private Limited	31,42,152	80,769
7.	Vikash Kishore Prasad	13,750	353
8.	Satyendra Kishore	10,884	280
9.	Vishan Narain Khanna	8,500	218
Total		10,38,87,251	26,70,423

7.2 The details of the date and price of acquisition/sale of Equity Shares by the promoter, members of the promoter group and persons in control of the Company who intend to participate in the Buyback are set out below:

7.2.1 Ravindra Kishore Sinha

Sr. No.	Date of transaction	No. of equity shares	Face Value (₹/Share)	Nature of transaction	Transaction Value (₹)	Cumulative number of Equity Shares
1.	January 2, 1985	108	100	Subscription to the memorandum of association	10,800	108
2.	April 4, 1988	662	100	Preferential allotment	66,200	770
3.	April 21, 1994	1,155	100	Preferential allotment	1,15,500	1,925
4.	January 30, 1996	800	100	Preferential allotment	80,000	2,725
5.	October 12, 2000	10,850	100	Preferential allotment	10,85,000	13,575
6.	September 27, 2003	6,598	100	Preferential allotment	6,59,800	20,173
7.	March 26, 2004	450	100	Preferential allotment	45,000	20,623
8.	June 10, 2004	2,500	100	Preferential allotment	2,50,000	23,123
9.	March 31, 2005	16,427	100	Purchase	-	39,550
10.	July 31, 2005	73,725	100	Purchase	-	1,12,275
11.	September 30, 2005	Split from ₹ 100 to ₹ 10				11,32,750
12.	October 25, 2005	11,32,750	10	Bonus	0	22,65,500
13.	March 31, 2006	57,90,000	100	Preferential allotment	57,90,000	28,44,500
14.	April 25, 2007	15,500	100	Purchase	-	28,60,000
15.	January 10, 2008	(50,000)	100	Sale	1,15,00,000	28,10,000
16.	May 3, 2008	(17,000)	100	Sale	-	27,93,000
17.	May 3, 2008	(35,000)	100	Sale	-	27,58,000
18.	May 3, 2008	19,400	100	Purchase	-	27,77,400
19.	June 15, 2011	(29,623)	100	Sale	1,50,00,101	27,47,777
20.	October 30, 2012	(5,985)	100	Sale	29,99,981	27,41,792
21.	April 23, 2013	(1,44,684)	100	Sale	29,10,00,036	25,97,108
22.	September 21, 2016	2,59,68,080	10	Bonus	0	2,85,64,888
23.	August 03, 2017	18,55,285	100	Purchase	0	3,04,20,173
24.	August 10, 2017	(7,86,517)	100	Sale	64,10,11,355	2,96,33,656
25.	January 16, 2020	Split from ₹ 10 to ₹ 5				5,92,67,312
26.	January 28, 2020	(5,40,000)	5	Sale	21,07,86,739	5,87,27,312
27.	June 4, 2021	(6,24,185)	5	Sale - buyback	34,33,01,750	5,81,03,127
28.	November 25, 2021	(4,54,545)	5	Sale	24,31,81,575	5,76,48,582
29.	October 28, 2022	(4,84,911)	5	Sale - buyback	24,24,85,300	5,71,63,671
30.	January 5, 2024	(5,45,584)	5	Sale - buyback	30,00,71,200	5,66,18,087

*The acquisition price/sale price and nature of consideration for these transfers is not mentioned due to non-availability of transfer deeds.

7.2.2 Rita Kishore Sinha

Sr. No.	Date of transaction	No. of equity shares	Face Value (₹/Share)	Nature of transaction	Transaction value (₹)	Cumulative number of Equity Shares
1.	April 04, 1988	100	100	Preferential allotment	10,000	100
2.	April 21, 1994	150	100	Preferential allotment	15,000	250
3.	January 30, 1996	200	100	Preferential allotment	20,000	450
4.	October 12, 2000	600	100	Preferential allotment	60,000	1,050
5.	September 27, 2003	2,100	100	Preferential allotment	2,10,000	3,150
6.	March 26, 2004	450	100	Preferential allotment	45,000	3,600
7.	June 10, 2004	2,500	100	Preferential allotment	2,50,000	6,100
8.	March 31, 2005	35,479	100	Purchase	-	41,579
9.	July 31, 2005	16,355	100	Purchase	-	57,934
10.	September 30, 2005	Split from ₹ 100 to ₹ 10				5,79,340
11.	October 25, 2005	5,79,340	10	Bonus	0	11,58,680
12.	January 10, 2008	(50,000)	100	Sale	1,15,00,000	11,08,680
13.	December 31, 2013	(8,977)	100	Sale	50,00,009	10,99,703
14.	July 30, 2016	1,177	100	Purchase	23,540	11,00,880
15.	August 12, 2016	125	100	Purchase	2,500	11,01,005
16.	September 21, 2016	1,10,10,050	10	Bonus	0	1,21,11,055
17.	January 16, 2020	Split from ₹ 10 to ₹ 5				2,42,22,110
18.	June 04, 2021	(2,57,445)	5	Sale - buyback	14,15,94,750	2,39,64,665
19.	November 25, 2021	(4,54,545)	5	Sale	24,31,81,575	2,35,10,120
20.	October 28, 2022	(1,97,756)	5	Sale - buyback	10,87,56,800	2,33,12,364
21.	January 5, 2024	(2,22,499)	5	Sale - buyback	12,23,74,450	2,30,89,865

*The acquisition price/sale price and nature of consideration for these transfers is not mentioned due to non-availability of transfer deeds.

7.2.3 Rituraj Kishore Sinha

Sr. No.	Date of transaction	No. of equity shares	Face Value (₹/Share)	Nature of transaction	Transaction Value (₹)	Cumulative number of Equity Shares
1.	February 16, 1999	360	100	Preferential allotment	36,000	360
2.	October 12, 2000	250	100	Preferential allotment	25,000	610
3.	September 27, 2003	2,868	100	Preferential allotment	2,86,800	3,478
4.	March 26, 2004	450	100	Preferential allotment	45,000	3,928
5.	March 31, 2005	8,770	100	Purchase	-	12,698
6.	July 31, 2005	16,649	100	Purchase	-	29,347
7.	September 30, 2005	Split from ₹ 100 to ₹ 10				2,93,470
8.	October 25, 2005	2,93,470	10	Bonus	0	5,86,940
9.	January 10, 2008	(33,913)	100	Sale	77,99,590	5,53,027
10.	December 31, 2011	1,05,400	10	Inter-se transfer amongst promoters	0	6,58,427
11.	December 31, 2013	(6,175)	10	Sale	56,65,595	6,52,252
12.	March 18, 2015	216	100	Purchase	7,00,000	6,52,468
13.	March 18, 2015	125	100	Purchase	4,05,093	6,52,593
14.	April 23, 2015	155	100	Purchase	5,02,200	6,52,748
15.	June 16, 2015	125	100	Purchase	4,05,093	6,52,873
16.	September 09, 2015	285	100	Purchase	9,23,500	6,53,158
17.	December 02, 2015	150	100	Purchase	4,86,000	6,53,308
18.	December 02, 2015	125	100	Purchase	4,05,000	6,53,433
19.	January 28, 2016	75	100	Purchase	2,43,000	6,53,508
20.	September 12, 2016	(125)	100	Sale	10,000	6,53,383
21.	September 21, 2016	65,33,830	10	Bonus	0	71,87,213
22.	September 23, 2016	(2,750)	100	Sale	99,990	71,84,463
23.	September 23, 2016	(1,375)	100	Sale	9,996	71,83,088
24.	September 23, 2016	(6,875)	100	Sale	1,00,031	71,76,213
25.	September 23, 2016	(13,739)	100	Sale	50,00,034	71,62,474
26.	September 23, 2016	(2,750)	100	Sale	99,990	71,59,724
27.	November 25, 2016	(13,739)	100	Sale	1,00,020	71,45,985
28.	November 25, 2016	(3,432)	100	Sale	1,00,008	71,42,553
29.	November 29, 2016	(13,739)	100	Sale	24,99,948	71,28,814
30.	November 29, 2016	(6,875)	100	Sale	1,00,031	71,21,939
31.	November 29, 2016	(6,875)	100	Sale	49,981	71,15,064
32.	November 29, 2016	(6,875)	100	Sale	9,969	71,08,189
33.	November 29, 2016	(3,432)	100	Sale	24,985	71,04,757
34.	November 29, 2016	(2,750)	100	Sale	99,990	71,02,007
35.	December 02, 2016	(3,432)	100	Sale	24,985	70,98,575
36.	December 02, 2016	(1,375)	100	Sale	9,996	70,97,200
37.	December 13, 2016	(3,432)	100	Sale	24,985	70,93,768
38.	December 15, 2016	(6,875)	100	Sale	4,99,950	70,86,893
39.	July 19, 2017	(70,143)	100	Transfer to RKS JV Trust	7,01,430	70,16,750
40.	August 03, 2017	18,55,285	100	Purchase	-	88,72,035
41.	August 10, 2017	(5,24,345)	100	Sale	42,73,41,175	83,47,690
42.	January 16, 2020	Split from ₹ 10 to ₹ 5				1,66,95,390
43.	August 28, 2020	(2,75,000)	5	Sale	10,72,50,000	1,64,20,390
44.	June 04, 2021	(1,74,524)	5	Sale - buyback	9,59,88,200	1,62,45,866
45.	November 25, 2021	(4,54,545)	5	Sale	24,31,81,575	1,57,91,311
46.	October 28, 2022	(1,32,829)	5	Sale - buyback	7,30,55,950	1,56,58,482
47.	January 5, 2024	(1,49,449)	5	Sale - buyback	8,21,96,950	1,55,09,033
48.	August 30, 2024	2,45,580	5	Purchase	9,95,90,057	1,57,54,613
49.	November 14, 2024	15,838	5	Purchase	59,21,670	1,57,70,451
50.	November 18, 2024	9,878	5	Purchase	37,24,302	1,57,80,329
51.	November 19, 2024	65,000	5	Purchase	2,46,98,700	1,58,45,329
52.	November 21, 2024	25,090	5	Purchase	95,22,157	1,58,70,419
53.	November 22, 2024	7,658	5	Purchase	29,08,891	1,58,78,077
54.	November 28, 2024	17,641	5	Purchase	66,99,523	1,58,95,718
55.	December 20, 2024	43,000	5	Purchase	1,60,26,100	1,59,38,718
56.	December 23, 2024	1,08,000	5	Purchase	3,98,09,880	1,60,46,718
57.	December 24, 2024	56,815	5	Purchase	2,09,64,735	1,61,03,533

*The acquisition price/sale price and nature of consideration for these transfers is not mentioned due to non-availability of transfer deeds.

7.2.4 Rituraj Sinha

Sr. No.	Date of transaction	No. of equity shares	Face Value (₹/Share)	Nature of transaction	Transaction Value (₹)	Cumulative number of Equity Shares
1.	February 16, 1999	180	100	Preferential allotment	18,000	180
2.	September 27, 2003	500	100	Preferential allotment	50,000	680
3.	March 26, 2004	450	100	Preferential allotment	45,000	1,130
4.	March 31, 2005	1,249	100	Purchase	-	

- 9.15 The company is in compliance with the provisions of Section 92, 123, 127 and 129 of the Companies Act, as applicable;
- 9.16 The Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buyback Regulations and the Companies Act within the specified timelines;
- 9.17 The Company will not buyback Equity Shares which are locked-in or non-transferable until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;
- 9.18 The consideration for the buyback shall be paid by the Company only in cash;
- 9.19 The Company shall not Buyback out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities;
- 9.20 As per Regulation 5(c) and Schedule (xii) of the SEBI Buyback Regulations, it is confirmed that there is no breach of any covenants of the loans taken with respect to the Buyback of the Equity Shares;
- 9.21 The special resolution approving the Buyback will be valid for a maximum period of one year from the date of passing of the said special resolution (or such extended period as may be permitted under the Act or the SEBI Buyback Regulations or by the appropriate authorities). The exact timetable for the Buyback shall be decided by the Board (or its duly constituted committee) within the above time limits;
- 9.22 The Equity Shares bought back by the Company will be compulsorily cancelled and will not be held for re-issuance;
- 9.23 It is confirmed that there has been no breach of any covenant with such lenders;
- 9.24 The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall be less than or equal to 2:1 of its paid-up capital and free reserves based on the audited standalone or audited consolidated financial statements of the Company as on March 31, 2024, whichever sets a lower amount, as prescribed under the Companies Act and the SEBI Buyback Regulations;
- 9.25 The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- 9.26 The Buyback shall not result in delisting of the Equity Shares from National Stock Exchange of India Limited and BSE Limited;
- 9.27 The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations; and
- 9.28 As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates shall not deal in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of the board resolution, i.e., Tuesday, March 25, 2025 till the closing of the Buyback offer.

10 CONFIRMATIONS FROM THE BOARD OF DIRECTORS OF THE COMPANY

The Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion, that:

- 10.1 Immediately following the date of the Board meeting, and the date on which the result of members resolution passed by way of Postal Ballot (**Postal Ballot Resolution**) will be declared, approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- 10.2 As regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buyback as well as for the year immediately following the date of Postal Ballot Resolution, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting as also from the date of Postal Ballot Resolution;
- 10.3 In forming an opinion as aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company was being wound up under the provisions of the Companies Act/Insolvency and Bankruptcy Code, 2016 as amended from time to time, as applicable.

11 REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S STATUTORY AUDITORS

The text of the Report dated Tuesday, March 25, 2025, of S S Kothari Mehta & Co. LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote
AUDITOR CERTIFICATE ON PERMISSIBLE CAPITAL PAYMENT

Independent Auditor's Report on the proposed buyback of equity shares pursuant to the requirements of Section 68(2)(c) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 as amended.
Date: March 25, 2025

To,
The Board of Directors
SIS Limited
Annapoorna Bhawan, Telephone Exchange Road
Kurji, Patna, Bihar – 800 010

1. This Report is issued to the Board of directors of SIS Limited (hereinafter referred as **"the Company"**) in connection with their proposed buyback of equity shares.

2. The Board of Directors of the Company (**"the Board of Directors"**) has prepared the accompanying **Annexure A - Statement of permissible capital payment as at March 31, 2024 ("the Statement")** pursuant to the proposed buyback of equity shares approved by the Board of Directors of the Company in their meeting held on March 25, 2025 in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013, as amended and the rules made thereunder, as amended (**"the Companies Act"**) and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (**"the SEBI Buyback Regulations"**). The Statement contains the computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2)(c) of the Companies Act read with Regulation 4(i) of the SEBI Buyback Regulations and based on the latest audited standalone and consolidated financial statements for the year ended March 31, 2024. We have initiated the Statement for identification purposes only.

Responsibility of Board of Directors

3. The preparation of the Statement (**Annexure-A**) in accordance with the requirements of section 68(2)(c) of the Companies Act and ensuring compliance with the SEBI Buyback Regulations, is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares, i.e., March 25, 2025 (hereinafter referred as **"the date of the Board meeting"**) and will not be rendered insolvent within a period of one year from the date of the Board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

Auditor's Responsibility

5. Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance on:

- 5.1 Whether we have inquired into the state of affairs of the Company;
- 5.2 Whether the amount of capital payment for the buyback, as stated in the Statement, is within the permissible limit and computed in accordance with the provisions of Section 68(2)(c) read with Regulation 4(i) and Regulation 5(i)(b) of the SEBI Buyback Regulations;
- 5.3 whether the Board of Directors of the Company, in its meeting held on March 25, 2025, has formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting;
6. The audited standalone and consolidated financial statements as of and for the financial year ended March 31, 2024 were audited by us, on which we issued an unmodified audit opinion vide our report dated May 01, 2024. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (**"the ICAI"**). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
7. We conducted our certification of the Statement in accordance with the "Guidance Note on Reports or Certificates for Special Purposes" (**"Guidance Note"**), issued by ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.
9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters as mentioned in this paragraph below. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the matters mentioned in this paragraph

9 below. We have performed the following procedures in relation to the matters mentioned in this paragraph 9 below:

- 9.1. Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended March 31, 2024 which has been prepared by the Management of the Company and audited by us on which we have issued our audit report dated May 01, 2024.
- 9.2. Examined authorization for buyback from the Articles of Association of the Company;
- 9.3. Agreed the amounts of paid-up equity share capital, securities premium account, general reserve and retained earnings as at March 31, 2024 as disclosed in the accompanying Statement, with the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2024.
- 9.4. Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited standalone and consolidated financial statements of the Company as on March 31, 2024;
- 9.5. Examined that all the shares for buy-back are fully paid-up;
- 9.6. Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback;
- 9.7. Examined that the amount of capital payment for the buyback as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c) read with Regulation 4(i) of the SEBI Buyback Regulations;
- 9.8. Inquired if the Board of Directors of the Company, in its meeting held on March 25, 2025 has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting;
- 9.9. Examined Director's declarations in respect of the buyback and solvency of the Company;
- 9.10. Obtained necessary representations from the management of the Company.

Opinion

10. Based on inquiries conducted and our examination as above, and according to the information and explanations provided to us by the management of the Company we report that:

- 10.1 We have inquired into the state of affairs of the Company in relation to its latest standalone and consolidated audited financial statements for the year ended March 31, 2024.
- 10.2 The permissible capital payment towards buyback of equity shares, as stated in the Statement, is in our view properly determined in accordance with Section 68(2)(c) of the Companies Act read with Regulation 4(i) of the SEBI Buyback Regulations, based on the audited standalone and consolidated financial statements for the year ended March 31, 2024; and
- 10.3 The Board of Directors, in their meeting held on March 25, 2025 have formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Board meeting and we are not aware of anything to indicate that the opinion expressed by the directors in the declaration as to any of the matters mentioned in the declaration of insolvency is unreasonable in the circumstances as of the date of declaration.

Restriction on Use

11. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and for onward submission to DAM Capital Advisors Limited, (hereinafter referred to as **"the Manager to the Buyback"**) and to include this report, pursuant to the requirements of the SEBI Buyback Regulations, (i) Postal Ballot Notice to be sent to shareholders for Buyback; (ii) public announcement to be made to the shareholders of the Company, (iii) in the letter of offer and other documents pertaining to the Buyback to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the SEBI Buyback Regulations, the Central Depository Services (India) Limited, National Securities Depository Limited, as applicable, and for providing to the Manager to the Buyback.

12. This report can be relied on by the Manager to the Buyback and the legal counsel in relation to the Buyback.

Yours faithfully,

For and on behalf of

S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm Registration No.: 000756N/NS00441

Sd/

Naveen Aggarwal

Partner

Membership No.: 094380

UDIN: 25094380B/MKXG/A8718

Place: New Delhi

Date: March 25, 2025

ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2)(c) of the Companies Act, 2013, as amended (**"the Companies Act"**) and Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (**"SEBI Buyback Regulations"**), based on annual audited standalone and consolidated financial statements as at March 31, 2024.

Particulars as on 31 March 2024	Consolidated	Standalone
A. Paid-up Equity Share Capital	720.50	720.50
14.41,00,390 equity shares of ₹ 5/- each fully paid up		
B. Free Reserves*		
Securities premium	1,036.41	1,423.74
Retained earnings	20,765.25	7,151.63
General reserve	574.96	577.96
Total Free Reserves	22,376.62	9,153.33
Total of Paid-up Equity Share Capital and Free Reserves (A+B)	23,097.12	9,873.83
Maximum amount permissible for buyback under Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the total paid-up equity capital and free reserves)	5,774.28	2,468.46
Amount approved by the Board of Directors in the meeting held on March 25, 2025 approving buyback	1,500.00	
Buyback size as a percentage of total paid-up Equity Share Capital and Free reserves	6.49%	15.19%

*Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended.

Note: The above calculation of the total paid-up equity share capital and free reserves as at March 31, 2024 for buyback of equity shares is based on the amounts appearing in the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2024. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, each as amended from time to time.

For and on behalf of SIS Limited

Sd/

Brajesh Kumar

Chief Financial Officer

Date: March 25, 2025

UNQUOTE

12 PRIOR APPROVAL OBTAINED FROM THE LENDERS OF THE COMPANY IN CASE OF A BREACH OF ANY COVENANT WITH SUCH LENDER(S).
The Company has obtained consent from its lenders and it is confirmed that there is no breach of any covenant with such lenders.

13 RECORD DATE AND SHAREHOLDER ENTITLEMENT

13.1 As required under the SEBI Buyback Regulations, the Company has fixed Friday, June 6, 2025, as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buyback.

13.2 As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback (**"Letter of Offer"**) along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback.

13.3 As required under the SEBI Buyback Regulations, the dispatch of the Letter of Offer will be through electronic mode only, within 2 (two) working days from the Record Date and if any Eligible Shareholder requires a physical copy of the Letter of Offer, a request to be sent to the Company or the Registrar to the Buyback and the same shall be provided.

13.4 The Equity Shares proposed to be bought back by the Company shall be divided into two categories: (a) reserved category for small shareholders (defined below) and (b) the general category for all other Eligible Shareholders.

13.5 As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a **"Small Shareholder"** is a shareholder of the Company who holds Equity Shares whose market value, on the basis of the closing price of the Equity Shares on NSE and BSE having the highest trading volume as on the Record Date, is not more than ₹ 2.00 Lakhs (Indian Rupees Two Lakhs only). For the purpose of classification of a shareholder, as a **"Small Shareholder"**, multiple demat accounts having the same permanent account number (**"PAN"**), in case of securities held in the demat form are to be clubbed together.

13.6 In accordance with Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buy back or such number of Equity Shares as may be determined as per the shareholding of the Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

13.7 Based on the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including small shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares that the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered by such Eligible Shareholder. Accordingly, the Company may not purchase all of the Equity Shares tendered by an Eligible Shareholder in the Buyback.

13.8 In accordance with Regulation 9(x) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the small shareholder category, the Company proposes to club together the Equity Shares held by such Eligible Shareholders with a common PAN for determining the category (Small Shareholder or general) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of PANs of the joint shareholders is identical. In case of Eligible Shareholders holding Equity Shares in physical form, where the sequence of PANs is identical, the Company will club together the equity shares held in such cases. Similarly, in case of physical shareholding where the common PAN of all shareholders is not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and the names of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/ trusts, insurance companies etc. with common PAN will be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the registrar and transfer agent (the **"Registrar"**) as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of "clearing member" or "corporate body margin account" or "corporate body - broker" as per the published position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

13.9 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in that category.

13.10 The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate, in part or in full, and receive cash in lieu of Equity shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares who have registered a margin account or "corporate body - broker" as per their entitlement and participate in the shortfall created due to non-participation of other Eligible Shareholders, if any.

13.11 The maximum number of Equity Shares that can be tendered under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares in multiple demat accounts, the number of Equity Shares in a demat account cannot exceed the number of Equity Shares held in that demat account.

13.12 The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in the SEBI Buyback Regulations. The settlement of tenders under the Buy-back will be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars. If the Buyback entitlement for any shareholder is not a round number, (i.e. not a multiple of 1 (One) Equity Share) then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. The Small Shareholders whose entitlement would be less than 1 (One) Equity Share may tender additional Equity Shares as part of the Buy-back and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for additional Equity Shares. The settlement of the tenders under the Buyback will be done using the mechanism notified by the SEBI Circulars.

13.13 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the Letter of Offer to be sent to the Eligible Shareholder(s) as on the Record Date. Eligible Shareholders which have registered their email IDs with the depositories (over and above those who have been dispatched the Letter of Offer through electronic means. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar at the address mentioned at paragraphs 16 and 17 below.

14 PROCESS AND METHODOLOGY FOR BUYBACK

14.1 The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares either in physical and/ or dematerialized form as on the Record Date.

14.2 The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by the SEBI Circulars (**"Stock Exchange Mechanism"**) and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board (including committee authorized to complete the formalities of the Buyback) on such terms and conditions as may be permitted by law from time to time.

14.3 For implementation of the Buyback, the Company has appointed **DAM Capital Advisors Limited** as the registered broker to the Company (**"Company's Broker"**) to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

DAM Capital Advisors Limited
Address: Altium 2202, Level 22
Panturium Budhkar Marg
Worli, Mumbai 400018
Maharashtra, India.
CIN: L98999MH1993PLC071865
Tel. No.: +91 22 2020 2500 / +91 22 6545 2500
Website: www.damcapital.in

Contact person: Rajesh Tekadiwala

E-mail: rajesh@damcapital.in

SEBI Registration no: INZ000207137

Validity: Permanent

14.4 The Company will request NSE to provide the separate acquisition window (**"Acquisition Window"**) to facilitate placing of sell orders by Eligible Shareholders to tender their Equity Shares in the Buyback through the designated stock broker/ Exchange for the purpose of this Buyback. The details of the Acquisition Window will be specified by the NSE from time to time.

14.5 During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock broker(s) (**"Shareholder Broker"**) during normal trading hours of the secondary market. The Shareholder Broker will enter orders for Equity Shares in dematerialized form and physical form. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.

14.6 In the event the Shareholder Broker(s) of any Eligible Shareholder is not registered with NSE as a trading member/ stock broker, then that Eligible Shareholder can approach any NSE registered stock broker and can register themselves by using quick user client mode ("UCC") facility through the NSE registered stock broker (after submitting all details as may be required by the NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other registered broker, Eligible Shareholders may approach Company's Broker i.e. DAM Capital Advisors Limited for guidance to place their bids.

14.7 At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed by the Shareholders through their respective stock brokers (each, a **"Shareholder Broker"**) during normal trading hours of the secondary market. In the tendering process, the Company Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's Broker.

14.8 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.

14.9 The cumulative quantity tendered shall be made available on the website of NSE (www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.

14.10 Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/ any other competent authority for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

Car sales remain largely flat in May

SHINE JACOB
Chennai, 1 June

Passenger vehicle (PV) sales in May remained flat, falling short of the industry's expectations. While wholesale numbers inched up by just 0.1 per cent to around 352,000 units, retail sales slipped by 0.8 per cent, compared to the same month in 2024, a senior industry source said.

Meanwhile, VAHAN data indicates the number of registrations during the month across states showed a 4.2 per cent drop to 2,97,649 units versus the same month last year. Telangana numbers are not part of the VAHAN data.

Among the industry majors, Tata Motors posted an 11 per cent dip in wholesale numbers, including electric

vehicles, to 42,400 units in May 2025 from 47,075 during the same period last year.

Mahindra & Mahindra (M&M) registered a 21 per cent rise in PV wholesale figures in May to 52,431 units, versus 43,218 units during the same month last year. The other two market leaders, Maruti Suzuki and Hyundai Motor India, are expected to come out with their wholesale numbers on Monday.

"To May, we achieved spot-on utility vehicle sales of 52,431 units, a growth of 21 per cent, and total vehicle sales of 84,110 units, a 17 per cent growth compared to the same month last year. Thanks to continued demand for our products, we were able to deliver industry-leading growth across our ICE and



Bumpy ride



BEV portfolio," said Naliniketh Gollagunta, chief executive officer, Automotive Division, M&M Ltd. The company's PV registration numbers on Vahan moved up by 25 per cent to 43,691 units, versus registration numbers of other major players that dipped during the

month. New products like the two electric Origin SUVs – the BE 6 and XEV 9e – along with the XUV 3XO, Scorpio N, and Thar are driving the rise in M&M sales.

Another industry major that witnessed a surge in sales during the month was Toyota Kirloskar Motor India, posting a 22 per cent rise year-on-year to 30,864 units in May. In deep 2024, TKM sold 25,273 units. "With the onset of monsoon and forecasts indicating a normal to above-normal season, we remain optimistic about improved market sentiment in the coming months, particularly across rural and semi-urban regions," Varinder Wadhwa, vice-president, Sales-Service-Used Car Business of the company, said. Kia India too maintained its

strong growth momentum for the fifth consecutive month by reporting 22,315 vehicle dispatches in the domestic market for May.

This marks a year-on-year (YoY) growth of 14.43 per cent, compared to 19,500 units sold in May 2024. "The response to the Carens Clavis underscores the deep trust Indian families place in the Kia brand. With Clavis, we are looking forward to setting new benchmarks in the segment and making it more dynamic than ever before. Our strong sales performance in May reflects the growing resonance of Kia's diverse offerings across segments," said Hardeep Singh Brar, senior vice-president and national head of sales and marketing at Kia India.

Vingroup in talks with Andhra, Telangana to widen India presence

Vietnam's Vingroup, which is setting up a \$2-billion plant in Tamil Nadu's Thoothukudi, is also in discussions with Andhra Pradesh and Telangana governments to expand its operations in India.

VinFast, the electric vehicle (EV) unit of Vingroup, plans to launch its VF7 and VF6 models in India before the festival season this year. "We visited several states and inspected multiple locations, before finally zeroing in on Thoothukudi in Tamil Nadu because of the logistical advantages it offers... with a port and airport nearby," VinFast Asia Chief Executive Officer Pham Samh Chau said. The launch of VF7 and VF6 is likely before the festival

season this year – will mark the entry of Vingroup, one of the leading conglomerates of Vietnam, into the Indian market. "Yes, we are in talks with other states as well. Our group sees India as a key market, and we could have a bigger presence there." Apart from Tamil Nadu, negotiations are underway with Telangana and Andhra Pradesh governments to set up facilities there. Electric vehicles are rapidly being embraced in both Tier-II and Tier-III cities and VinFast will establish an appropriate brand presence across India and continue to expand its dealership network based on the potential of each city, the company said.

14.11 The reporting requirements for Non-Resident Shareholders under the Foreign Exchange Management Act, 1999, as amended, RBI and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.

14.12 The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

14.13 Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:

14.13.1 Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialized form under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.

14.13.2 The Shareholder Broker would be required to place an order bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Designated Stock Exchange (NSE). For further details, Eligible Shareholders may refer to the circulars issued by the NSE and the NSE Clearing Limited (the "Clearing Corporation").

14.13.3 The details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the NSE and/or the Clearing Corporation.

14.13.4 A lien shall be marked by the Shareholder Broker in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporation.

14.13.5 In case, the Shareholders demat account is held with one depository and clearing member pool and Clearing Corporation account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer ("IDT") instructions shall be initiated by the shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e. transfers from free balance to blocked balance) and send IDT message to target depository for blocking of securities. Once the shares are blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.

14.13.6 For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed orders, any modification by the custodian participant by the concerned selling member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

14.13.7 Upon placing the bid, the Shareholder Broker(s) shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of the order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered, etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

14.13.8 It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory. In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted. In case of non-receipt of the completed tender form and other documents, but receipt of demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted. For Eligible Shareholders holding Equity Shares in demat form.

14.13.9 The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of tender of Equity Shares due to rejection or due to prorated Buyback decided by Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and unblocked to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity share, if any, tendered by the eligible shareholders would be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected by the Clearing Corporation, then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the eligible shareholder. On the date of the settlement, in case of Custodian Participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.

14.13.10 Eligible shareholders who have tendered their demat shares in the buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the eligible shareholder has signed the tender form; (ii) duly attested death certificate and succession certificate/legal heirship certificate, in case any eligible shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

14.14 Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form:

In accordance with SEBI's circular dated July 31, 2020 (circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144), shareholders holding Equity Shares in physical form are allowed to tender such shares in a buyback undertaken through the tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations. The procedure is as follows:

14.14.1 Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the completed tender form for verification purposes to be carried out before placement of the bid. Such documents will include the (a) Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (b) original share certificate(s), (c) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in the same order and as per the specimen signatures registered) with the necessary stamp and attestation of the authorized signatories of the transferors in favour of the Company, (d) self-attested copy of PAN card(s) of all Eligible Shareholders, (e) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has not been updated in the register maintained by the company, then members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.

14.14.2 Based on aforesaid documents the concerned Shareholder Broker shall place an order bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the Acquisition Window of NSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered etc.

14.14.3 Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post or courier or hand delivery to the Shareholder Broker to the Buyback at the address mentioned at paragraph 16 below on or before the Buyback closing date. The envelope should be superscribed as "SIS Limited – Buyback 2025". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker.

14.14.4 The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares by Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, the NSE shall display such bids as "unconfirmed physical bids". Once Registrar to the Buyback confirms the bids, they will be treated as "confirmed bids" and displayed on the Stock Exchange website.

14.14.5 In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

14.14.6 An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.

15 METHOD OF SETTLEMENT

15.1 Upon finalization of the basis of acceptance as per the SEBI Buyback Regulations:

15.1.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

15.1.2 The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/bank, due to any reason, then such funds will be transferred to the concerned Shareholder Broker's settlement bank account for onward transfer to such Eligible Shareholders.

15.1.3 For the Eligible Shareholders holding Equity Shares in physical form, the funds payout would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder at paragraph.

15.1.4 In case of certain shareholders viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective stock broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by NSE and the Clearing Corporation from time to time.

15.1.5 The Eligible Shareholders of the Demat Shares will have to ensure that they keep the DP account active and unblocked.

15.1.6 Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same on the settlement date, Clearing Corporation will cancel lien on the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the escrow account of the Company (the "Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company Broker to the Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the NSE. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the shareholder.

15.1.7 In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from the Clearing Corporation or manually generated after matching the accepted bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.

15.1.8 In relation to the Equity Shares in physical form:

- If the Equity Shares in physical form tendered by Eligible Shareholders are not accepted, the share certificate would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding Equity Shares in physical form to dematerialize their such Equity Shares.
- If however, only a portion of the Equity Shares in physical form held by an Eligible Shareholder is accepted in the Buyback, then the Company is authorised to split the share certificate and issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the RTA. The RTA shall return the original share certificate and deface the certificate with a stamp "Letter of Confirmation Issued" on the face/ reverse of the certificate to the extent of the excess Equity Shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to their depository participant for dematerializing the Equity Shares in physical form. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RTA shall credit the Equity Shares to a separate demat account of the Company opened for the said purpose.

15.1.9 Any excess or unaccepted physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by the Equity Shareholders holding Equity Shares in the physical form.

15.1.10 The Equity Shares bought back in dematerialized form would be transferred directly to the escrow account of the Company opened for the Buyback ("Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.

15.1.11 Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker(s) for details of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Shareholder Broker(s) upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.

15.1.12 The Shareholder Broker(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

15.1.13 The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Buyback are completed.

15.2 The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

16 COMPLIANCE OFFICER

16.1 The Company has designated the following as the Compliance Officer for the Buyback:

Name: Pushpalatha Katturi
Designation: Company Secretary and Compliance Officer
Membership No: A21695
CIN: L7520BR1995PLC002083
Address: 106, Ramanashree Arcade, 18 M G Road, Bangalore – 560 001, Karnataka, India
+91 80 2559 0801
Tel no.: shareholder@sindia.com
Email: shareholders@sindia.com
Website: www.sindia.com

16.2 In case of any difficulties or to address investor grievance, the shareholders may contact the Compliance Officer, from Monday to Friday between 10.00 am to 5.00 pm on all working days except public holidays, at the above-mentioned address.

17 INVESTOR SERVICE CENTER AND REGISTRAR TO THE BUYBACK

17.1 The Company has appointed the following as the Registrar to the Buyback:

MUFUG MUFUG Intime
MUFUG INTIME INDIA PRIVATE LIMITED (FORMERLY LINK INTIME INDIA PRIVATE LIMITED)
Address: C-101, 247 Park, 1st Floor, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India
Tel No.: +91 8108114949
Contact Person: Ms. Shanti Gopalkrishnan
Email: linkcs@linkintime.co.in
Investor Grievance ID: sis@corporate.buyback2025@in.mnps.mufug.com
Website: www.in.mnps.mufug.com
SEBI Registration No.: INR000004058
Validity Period: Permanent
CIN: U67190MH1999PTT0118368

17.2 In case of any query, the shareholders may also contact the Registrar to the Buyback, from Monday to Friday between 10.00 am to 5.00 pm on all working days except public holidays at the above-mentioned address.

18 MANAGER TO THE BUYBACK

The Company has appointed the following as Manager to the Buyback:

DAM CAPITAL
DAM Capital Advisors Limited
Address: Altimus 2202, Level 22, Pandurang Budhkar Marg, Worli, Mumbai 400018, Maharashtra, India.
Website: www.damcapital.in
CIN: L99999MH1993PLC071865
Tel. No.: +91 22 6202 2500 / +91 22 6645 2500
Contact person: Chandresh Sharma/Puneet Agnihotri
Email: sis.buyback2025@damcapital.in
SEBI Registration no: MB/INM000011336
Validity: Permanent

19 DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts full and final responsibility for all the information contained in this Public Announcement and confirms that this Public Announcement contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of SIS LIMITED

Sd/-
Name: RITURAJ KISHORE SINHA
Designation: Managing Director
DIN: 00477256
Date: May 30, 2025
Place: Delhi

Sd/-
Name: ARVIND KUMAR PRASAD
Designation: Whole-Time Director
DIN: 02865273
Date: May 30, 2025
Place: Delhi

Sd/-
Name: PUSHPALATHA KATKURI
Designation: Company Secretary and Compliance Officer
Membership No.: A21695
Date: May 30, 2025
Place: Bangalore



SIS LIMITED

CIN - L75230BR1985PLC002083

Registered Office- Annapoorna Bhawan, Telephone Exchange Road, Kurji, Patna- 800 010, Bihar, India

Tel.: +91 612 226 6666 • Fax: +91 612 226 3948

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

Contact Person: Pushpalatha Kulkuri, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF SIS LIMITED (HEREINAFTER REFERRED AS "THE COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This Public Announcement ("Public Announcement" / "PA") is being made in relation to the buyback of fully paid-up equity shares having a face value of ₹ 5/- (Indian Rupees Five only) each (the "Equity Shares") by the Company from the shareholders/beneficial owners of the Company through the tender offer route using the Stock Exchange mechanism in accordance with Securities and Exchange Board of India ("SEBI") circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular CFD/DCCR/2/CIR/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, as amended ("SEBI Circulars") pursuant to the provisions of Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended (hereinafter referred as "SEBI Buyback Regulations"), and contains the disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

OFFER TO BUYBACK OF UP TO 37,12,871 (THIRTY SEVEN LAKHS TWELVE THOUSAND EIGHT HUNDRED AND SEVENTY ONE) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 5 (INDIAN RUPEES FIVE ONLY) EACH OF THE COMPANY FOR AN AMOUNT NOT EXCEEDING ₹150,00,00,000/- (INDIAN RUPEES ONE HUNDRED AND FIFTY CRORES ONLY) EACH AT A PRICE OF ₹ 404/- (INDIAN RUPEES FOUR HUNDRED AND FOUR ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1 DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE

1.1 The board of directors of the Company (hereinafter referred to as the "Board of Directors" or "Board"), which expression shall include any committee constituted and authorized by the Board to exercise its powers), at its meeting held on Tuesday, March 25, 2025 ("Board Meeting") has subject to approval of the shareholders of the Company by way of special resolution and subject to such approvals of regulatory and/or statutory authorities as may be required under applicable laws, approved the buyback of up to 37,12,871 (Thirty Seven Lakhs Twelve Thousand Eight Hundred and Seventy One) Equity Shares on a proportionate basis through the "tender offer" route through the Stock Exchange Mechanism in accordance with Article 28 of the Articles of Association of the Company and the provisions of the SEBI Buyback Regulations, Companies Act, 2013, as amended (the "Companies Act"), rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 as amended ("Share Capital Rules"), and the Companies (Management and Administration) Rules, 2014, as amended ("Management Rules"), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended to the extent applicable ("Listing Regulations") and SEBI Circulars, at a price of ₹ 404/- (Indian Rupees Four Hundred and Four only) per Equity Share ("Buyback Price"), payable in cash for an aggregate amount of up to ₹ 150,00,00,000 (Indian Rupees One Hundred and Fifty Crores only) excluding Transaction Costs (as defined below), applicable taxes and other incidental and related expenses ("Buyback Size").

1.2 In terms of Regulation 5(via) of the SEBI Buyback Regulations, the Board or Buyback Committee, may till 1 (one) working day prior to the Record Date (as defined below), increase the "Buyback Price" and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

1.3 The Buyback is more than 10% of the total paid up equity share capital and free reserves of the Company based on standalone financial statement of the Company, as per its latest audited standalone financial statement as on March 31, 2024. Accordingly, the Company had sought approval of the shareholders of the Company for the Buyback, by way of special resolution in accordance with Regulation 5(i) (b) of the SEBI Buyback Regulations. The shareholders of the Company approved the Buyback by way of special resolution through postal ballot by voting through electronic means ("Remote E Voting") pursuant to a postal ballot notice dated Tuesday, March 25, 2025, the ("Postal Ballot Notice"), the results of which were announced on Thursday, May 29, 2025.

1.4 The Buyback Size represents 15.19% and 6.49% of the aggregate of the total paid-up share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as at March 31, 2024, (i.e. the latest audited financial statements available as on the date of the board meeting recommending the proposal of the Buyback), respectively, and is within the statutory limit of 25% of the aggregate of the total paid-up equity share capital and free reserves of the Company, based on standalone or consolidated financial statements of the Company, whichever sets out a lower amount, (in this case being the standalone audited financials of the Company), as per the applicable provisions of the Companies Act and SEBI Buyback Regulations.

1.5 Under the SEBI Buyback Regulations and the Companies Act, the maximum number of Equity Shares that can be bought in any financial year cannot exceed 25% of the total equity shares in the total paid up equity share capital of the Company in that financial year. The Company proposes to Buyback up to 37,12,871 (Thirty Seven Lakhs Twelve Thousand Eight Hundred and Seventy One) Equity Shares (representing 2.57% of the total equity shares in the total paid-up equity share capital of the Company as on December 31, 2024), which is within the aforesaid limit of 25%.

1.6 The Buyback Size does not include transaction costs viz. brokerage costs, fees, turnover charges, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, filing fees to SEBI, Stock Exchanges charges, advisors/ legal fees, printing and dispatch expenses, if any, Public Announcement publication expenses and other incidental and related expenses and charges ("Transaction Costs").

1.7 The Buyback is in accordance with Article 28 of the Articles of Association of the Company and Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable, SEBI Buyback Regulations read with SEBI Circulars and the Listing Regulations, subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, Registrar of Companies, Bihar at Patna, National Stock Exchange of India Limited ("NSE"), BSE Limited ("BSE") and/ or other authorities, institutions or bodies, (together with SEBI, BSE, NSE, the "Appropriate Authorities") as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board.

1.8 The Equity Shares are listed on NSE and BSE (hereinafter together referred to as the "Stock Exchanges").

1.9 The Buyback shall be undertaken on a proportionate basis from all the equity shareholders/beneficial owners of the Company (except any shareholders/beneficial owners who may be specifically prohibited under the applicable laws by Appropriate Authorities), including the promoters and, members of the promoter group, who hold Equity Shares as at Friday, June 6, 2025 (the "Record Date") (such shareholders being the "Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations and shall be implemented using the Stock Exchange Mechanism as specified by SEBI in the SEBI Circulars. In this regard, the Company will request NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback and for the purposes of this Buyback, NSE will be the designated stock exchange.

1.10 The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, each as amended and that such approvals shall be required to be taken by such non-resident shareholders.

1.11 In terms of the SEBI Buyback Regulations, under tender offer route, the promoters, the members of the promoter group and persons in control of the Company have the option to participate in the Buyback. In this regard, the Promoters, members of the promoter group and persons in control of the Company, vide their letters dated Tuesday, March 25, 2025 have expressed their intention to participate in the Buyback and tender Equity Shares based on their entitlement and to offer such number of additional equity shares, if so required, to ensure that post the Buyback the Company continues to be in compliance with the minimum public shareholding norms as prescribed under applicable laws. The extent of their intention of participation in the Buyback has been detailed in paragraph 7 of this Public Announcement.

1.12 The Buyback will not result in any benefit to the promoters, members of the promoter group, persons in control of the Company or any directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the members of the promoter, promoter group and person in control in the Company may increase or decrease from their existing shareholding in the total equity capital and voting rights of the Company. The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the Listing Regulations. Any change in voting rights of the promoter, promoter group and persons in control of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

1.13 A copy of this Public Announcement is available on the website of the Company www.sisindia.com, website of the Manager to the Buyback at www.damcapital.in and is expected to be available on the website of SEBI (www.sebi.gov.in) during the period of the Buyback and on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).

1.14 Participation in the Buyback by Eligible Shareholders will trigger tax on the consideration received on Buyback by them. The Finance (No. 2) Act, 2024 has made amendments in relation to buy-back of shares w.e.f. October 01, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which has been bought back by the company shall be treated as capital loss in the hands of the shareholder and allowed to be carry forward and set off against capital gains as per the provisions of the Income Tax Act, 1961 read with any applicable rules framed thereunder ("ITA"). The company is required to deduct tax at source at 10% under section 194 of the ITA in respect of the consideration payable to Resident shareholders on buy-back of the shares. In respect of consideration payable to Non-resident shareholders, tax shall be withheld at the rate of 20% as per the ITA or as per the rate in the respective Tax Treaty, whichever is beneficial subject to availability of prescribed documents by such non-residents. Since the buyback of shares shall take place through the settlement mechanism of the stock Exchange, securities transaction tax at 0.10 % of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

2 NECESSITY FOR THE BUYBACK

2.1 The current Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective and efficient manner. The Board at its meeting held on Tuesday, March 25, 2025 considered the accumulated free reserves as well as the cash liquidity reflected in the latest available standalone and consolidated audited financial statements as on March 31, 2024 and also as on the date of the Board Meeting and considering these, the Board decided to allocate up to ₹150,00,00,000/- (Indian Rupees One Hundred and Fifty Crores only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback. The Buyback will help the Company achieve the following objectives: (i) optimize returns to shareholders; and (ii) enhance overall shareholders' value.

2.2 After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend a Buyback of Equity Shares at a price of ₹ 404 (Indian Rupees Four Hundred and Four only) per Equity Share for an aggregate amount not exceeding ₹150,00,00,000 (Indian Rupees One Hundred and Fifty Crores only). The Buyback is being undertaken, inter-alia, for the following reasons:

(i) The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;

(ii) The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;

(iii) The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;

(iv) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment; and

(v) The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment, as and when required.

3 MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK, AND ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED

3.1 The maximum amount required for Buyback will not exceed 37,12,871 (Thirty Seven Lakhs Twelve Thousand Eight Hundred and Seventy One) Equity Shares (representing 2.57% of the total number of Equity Shares in the total paid-up equity capital of the Company as of December 31, 2024), at a price of ₹404 (Indian Rupees Four Hundred and Four only) per Equity Share "Buyback Price", subject to any increase to the "Buyback Price" and decrease in the number of Equity Shares proposed to be bought back, such that there is no change in the aggregate size of the Buyback as may be approved by the Board/Buyback Committee, payable in cash for an aggregate amount not exceeding ₹150,00,00,000 (Indian Rupees One Hundred and Fifty Crores only), excluding Transaction Costs, which represents 15.19% and 6.49% of the aggregate of the Company's fully paid-up equity share capital and free reserves as per the standalone audited financials and consolidated audited financials of the Company for the year ended as on March 31, 2024 respectively, which is within the statutory limits of 25% of the aggregate of the fully paid-up equity share capital and free reserves of the Company, based on the standalone or consolidated financial statements of the Company as on March 31, 2024, whichever sets out a lower amount, and is in compliance with Regulation 4(i) of the SEBI Buyback Regulations and Section 68(2) of the Companies Act.

3.2 The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company (retained earnings) and/or such other source as may be permitted by the SEBI Buyback Regulations or the Companies Act. The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements.

3.3 The funds borrowed, if any, from banks and financial institutions shall not be used for the purpose of the Buyback.

4 MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES AND BASIS OF ARRIVING AT THE BUYBACK PRICE

4.1 The Equity Shares are proposed to be bought back at a price of ₹404 (Indian Rupees Four Hundred and Four only) per Equity Share ("Buyback Price").

4.2 The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on BSE and NSE i.e. the stock exchanges, where the Equity Shares of the Company are listed, impact on net worth, price earnings ratio, earnings per share and other financial parameters.

4.3 The Buyback Price represents:

i. Premium of 23.21% and 23.14% to the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the three months preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback ("Intimation Date").

ii. Premium of 33.57% and 33.34% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, for two weeks preceding the Intimation Date.

iii. Premium of 39.09% and 39.19% over the closing price of the Equity Shares on BSE and NSE, respectively, as on March 19, 2025, which is a day preceding the Intimation Date.

iv. Premium of 36.69% and 36.79% over the closing price of the Equity Shares on BSE and NSE, respectively, as on the Intimation Date.

The closing market price of the Equity Shares as of the Intimation Date was ₹ 295.55 and ₹ 295.35 and as on the Board Meeting Date was ₹342.00 and ₹342.35 on the BSE and the NSE, respectively.

As required under Section 68(2)(d) of the Companies Act and Regulation 4(ii)(a) of the SEBI Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid-up capital and free reserves after the Buyback on audited standalone financial statements or audited consolidated financial statements of the Company as on March 31, 2024, whichever sets out a lower amount.

5 MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buy back up to 37,12,871 (Thirty Seven Lakhs Twelve Thousand Eight Hundred and Seventy One) Equity Shares, (representing 2.57% of the total number of Equity Shares in the total paid-up equity capital of the Company as of March 21, 2024) at the Buyback Price (i.e., ₹404/- (Four Hundred and Four only) per share for a total amount not exceeding ₹150,00,00,000/- (Indian Rupees One Hundred and Fifty Crores only).

6 DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP, SHAREHOLDING AND OTHER DETAILS

6.1 The aggregate shareholding in the Company of (a) promoters and the members of the promoter group and persons in control of the Company; (b) the director(s) of the promoters, where the promoter is a company; (c) directors and key managerial personnel of the Company, as on the date of the Board Meeting, i.e., Tuesday, March 25, 2025, date of the Postal Ballot Notice i.e. Tuesday, March 25, 2025 and the date of this Public Announcement i.e. Friday, May 30, 2025, is as follows:

6.1.1 Aggregate shareholding of the promoters and the members of the promoter group and persons in control of the Company in the Company as on the date of the Board Meeting i.e. Tuesday, March 25, 2025, Postal Ballot Notice i.e. Tuesday, March 25, 2025 and the date of this Public Announcement i.e. Friday, May 30, 2025, is as follows:

S. No.	Name of Shareholder	Number of Equity Shares Held	% of Shareholding
1. Promoter			
a.	Ravindra Kishore Sinha	5,66,18,087	39.22
b.	Rituraj Kishore Sinha	1,61,03,533	11.15
2. Promoter Group			
a.	Rita Kishore Sinha	2,30,89,865	15.99
b.	Rivoli Sinha	46,82,510	3.24
c.	Pallavi Sinha	2,17,970	0.15
d.	Pallavi Sinha (Trustee of RKS JV Trust)	33,218	0.02
e.	Vikash Kishore Prasad	13,750	0.01
f.	Satyendra Kishore	10,884	0.01
g.	Vishan Narain Khanna	8,500	0.01
h.	Vocational Skills Council India Private Limited	31,42,152	2.18
Total		10,39,20,469	71.98

6.1.2 Aggregate shareholding of the director(s) of the promoters, where the promoter is a company, as on the date of the Board Meeting i.e., Tuesday, March 25, 2025, date of the Postal Ballot Notice i.e. Tuesday, March 25, 2025, and the date of this Public Announcement i.e. Friday, May 30, 2025: NA

6.1.3 Aggregate shareholding of the directors and key managerial personnel of the Company, as on the date of the Board meeting, i.e., Tuesday, March 25, 2025, date of the Postal Ballot Notice i.e. Tuesday, March 25, 2025, and the date of this Public Announcement i.e. Friday, May 30, 2025, is as follows:

S. No.	Name of Shareholder	Designation	Number of Equity Shares Held	% of Shareholding
1.	Ravindra Kishore Sinha	Chairman and Executive Director	5,66,18,087	39.22
2.	Rituraj Kishore Sinha	Managing Director	1,61,03,533	11.15
3.	Rita Kishore Sinha	Non-Executive Director	2,30,89,865	15.99
4.	Uday Singh	Independent Director	3,00,000	0.21
5.	Arvind Kumar Prasad	Whole Time Director (Director-Finance)	3,11,479*	0.22
6.	Rivoli Sinha	Non-Executive Director	46,82,510	3.24
7.	Upendra Kumar Sinha	Independent Director	Nil	Nil
8.	Rajan Verma	Independent Director	Nil	Nil
9.	Sunil Srivastav	Independent Director	Nil	Nil
10.	Vrinda Sarup	Independent Director	Nil	Nil
11.	Deepak Kumar	Independent Director	Nil	Nil
12.	Brajesh Kumar	Chief Financial Officer	43,449	0.03
13.	Pushpalatha Kulkuri	Company Secretary and Compliance Officer	3,459*	Negligible

* The number of Equity Shares held have been mentioned as on date of Public Announcement, since there have been transactions undertaken by the respective directors/key managerial personnel between the date of the Board Meeting and the date of the Public Announcement.

6.2 Aggregate of Equity Shares or other specified securities in the Company were either purchased or sold by the following during a period of six months preceding the date of the Board Meeting at which the buyback was proposed and from the date of the Postal Ballot Notice, till the date of the Public Announcement.

(a) promoters and the members of the promoter group and persons in control of the Company:

S. No.	Name of the Promoter	Aggregate number of shares purchased/sold	Nature of transaction	Maximum price per share (₹)	Date of maximum price	Minimum price per share (₹)	Date of minimum price
Promoters							
1.	Rituraj Kishore Sinha	15,838	Purchase	384.05	November 14, 2024	366.55	November 14, 2024
2.	Rituraj Kishore Sinha	9,878	Purchase	385.25	November 18, 2024	373.15	November 18, 2024
3.	Rituraj Kishore Sinha	65,000	Purchase	385.45	November 19, 2024	377.00	November 19, 2024
4.	Rituraj Kishore Sinha	25,090	Purchase	385.00	November 21, 2024	375.75	November 21, 2024
5.	Rituraj Kishore Sinha	7,658	Purchase	382.20	November 22, 2024	377.55	November 22, 2024
6.	Rituraj Kishore Sinha	17,641	Purchase	382.90	November 29, 2024	375.00	November 29, 2024
7.	Rituraj Kishore Sinha	43,000	Purchase	378.00	December 20, 2024	364.35	December 20, 2024
8.	Rituraj Kishore Sinha	1,08,000	Purchase	372.50	December 23, 2024	363.00	December 23, 2024
9.	Rituraj Kishore Sinha	56,815	Purchase	376.20	December 24, 2024	362.05	December 24, 2024
Members of the Promoter Group							
10.	Vishan Narain Khanna	1,000	Purchase	333.75	March 21, 2025	305.60	March 21, 2025

(b) Director(s) of the promoter, where the promoter is a company: NA

(c) Directors and key managerial personnel of the Company:

S. No.	Name of Director	Aggregate number of shares purchased/sold	Nature of transaction	Maximum price per share (₹)	Date of maximum price	Minimum price per share (₹)	Date of minimum price
Directors							
1.	Rituraj Kishore Sinha	15,838	Purchase	384.05	November 14, 2024	366.55	November 14, 2024
2.	Rituraj Kishore Sinha	9,878	Purchase	385.25	November 18, 2024	373.15	November 18, 2024
3.	Rituraj Kishore Sinha	65,000	Purchase	385.45	November 19, 2024	377.00	November 19, 2024
4.	Rituraj Kishore Sinha	25,090	Purchase	385.00	November 21, 2024	375.75	November 21, 2024
5.	Rituraj Kishore Sinha	7,658	Purchase	382.20	November 22, 2024	377.55	November 22, 2024
6.	Rituraj Kishore Sinha	17,641	Purchase	382.90	November 29, 2024	375.00	November 29, 2024
7.	Rituraj Kishore Sinha	43,000	Purchase	378.00	December 20, 2024	364.35	December 20, 2024
8.	Rituraj Kishore Sinha	1,08,000	Purchase	372.50	December 23, 2024	363.00	December 23, 2024
9.	Rituraj Kishore Sinha	56,815	Purchase	376.20	December 24, 2024	362.05	December 24, 2024
10.	Arvind Kumar Prasad	(1800)	Sale	397.10	November 05, 2024	389.10	November 05, 2024

S. No.	Name of Director	Aggregate number of shares purchased/sold	Nature of transaction	Maximum price per share (₹)	Date of maximum price	Minimum price per share (₹)	Date of minimum price
Directors							
11.	Arvind Kumar Prasad	(200)	Sale	400.00	November 06, 2024	391.85	November 06, 2024
12.	Brajesh Kumar	2,500	Purchase ESOP	303.70	March 20, 2025	291.55	March 20, 2025
13.	Pushpalatha Katkuri	2,867	Purchase ESOP	342.40	April 30, 2025	333.85	April 30, 2025
14.	Arvind Kumar Prasad	(6000)	Sale	328.60	May 06, 2025	320.10	May 06, 2025
15.	Arvind Kumar Prasad	(1500)	Sale	328.00	May 07, 2025	320.15	May 07, 2025

Other than as disclosed above, none of our key managerial personnel have purchased or sold any Equity Shares in the last six months preceding the date of the Board Meeting at which the Buyback was approved, i.e., Tuesday, March 25, 2025, and from the date of the Postal Ballot Notice, till the date of the Public Announcement.

7 INTENTION OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN THE BUYBACK:

7.1 In terms of the SEBI Buyback Regulations, under tender offer route, the promoters, members of the promoter group and persons in control of the Company have the option to participate in the Buyback. In this regard, the promoters, members of the promoter group and persons in control of the Company, by their letters dated Tuesday, March 25, 2025 have expressed their intention to participate in the Buyback and tender Equity Shares based on their entitlement and to offer such number of additional Equity Shares, if so required, to ensure that post the Buyback the Company continues to be in compliance with the minimum public shareholding norms as prescribed under applicable laws.

S. No.	Name of Shareholder	Number of Equity Shares Held	Number of Equity Shares Intended to tender
Promoters			
1.	Ravindra Kishore Sinha	5,66,18,087	14,55,369
2.	Rituraj Kishore Sinha	1,61,03,533	4,13,942
Members of the Promoter Group			
3.	Rita Kishore Sinha	2,30,89,865	5,93,525
4.	Rivoli Sinha	46,82,510	1,20,364
5.	Pallavi Sinha	2,17,970	5,603
6.	Vocational Skills Council India Private Limited	31,42,152	80,769
7.	Vikash Kishore Prasad	13,750	353
8.	Satyendra Kishore	10,884	280
9.	Vishan Narain Khanna	8,500	218
Total		10,38,87,251	26,70,423

7.2 The details of the date and price of acquisition/ sale of Equity Shares by the promoter, members of the promoter group and persons in control of the Company who intend to participate in the Buyback are set out below:

7.2.1. Ravindra Kishore Sinha

Sr. No.	Date of transaction	No. of equity shares	Face Value (in ₹/Share)	Nature of transaction	Transaction Value (in ₹)	Cumulative number of Equity Shares
1.	January 2, 1985	108	100	Subscription to the memorandum of association	10,800	108
2.	April 4, 1988	662	100	Preferential allotment	66,200	770
3.	April 21, 1994	1,155	100	Preferential allotment	1,15,500	1,925
4.	January 30, 1996	800	100	Preferential allotment	80,000	2,725
5.	October 12, 2000	10,850	100	Preferential allotment	10,85,000	13,575
6.	September 27, 2003	6,598	100	Preferential allotment	6,59,800	20,173
7.	March 26, 2004	450	100	Preferential allotment	45,000	20,623
8.	June 10, 2004	2,500	100	Preferential allotment	2,50,000	23,123
9.	March 31, 2005	16,427	100	Purchase	-	39,550
10.	July 31, 2005	73,725	100	Purchase	-	1,13,275
11.	September 30, 2005	Split (from ₹ 100 to ₹ 10)				11,32,750
12.	October 25, 2005	11,32,750	10	Bonus	0	22,65,500
13.	March 31, 2006	5,79,000	10	Preferential allotment	57,90,000	28,44,500
14.	April 25, 2007	15,500	10	Purchase	-	28,60,000
15.	January 10, 2008	(50,000)	10	Sale	1,15,00,000	28,10,000
16.	May 3, 2008	(17,000)	10	Sale	-	27,93,000
17.	May 3, 2008	(35,000)	10	Sale	-	27,58,000
18.	May 3, 2008	19,400	10	Purchase	-	27,77,400
19.	June 15, 2011	(29,923)	10	Sale	1,50,00,101	27,47,477
20.	October 30, 2012	(5,985)	10	Sale	29,99,981	27,41,492
21.	April 23, 2013	(1,44,684)	10	Sale	29,10,00,036	25,96,808
22.	September 21, 2016	2,59,68,080	10	Bonus	0	2,85,64,888
23.	August 03, 2017	18,55,285	10	Purchase	0	3,04,20,173
24.	August 10, 2017	(7,86,517)	10	Sale	64,10,11,355	2,96,33,656
25.	January 16, 2020	Split (from ₹ 10 to ₹ 5)				5,92,67,312
26.	August 28, 2020	(5,40,000)	5	Sale	21,07,86,739	5,87,27,312
27.	June 4, 2021	(6,24,185)	5	Sale - buyback	34,33,01,750	5,81,03,127
28.	November 25, 2021	(4,54,545)	5	Sale	24,31,81,575	5,76,48,582
29.	October 28, 2022	(4,84,911)	5	Sale - buyback	24,24,55,500	5,71,63,671
30.	January 5, 2024	(5,45,584)	5	Sale - buyback	30,00,71,200	5,66,18,087
Cumulative Shareholding						5,66,18,087

*The acquisition price/sale price and nature of consideration for these transfers is not mentioned due to non-availability of transfer deeds.

7.2.2. Rita Kishore Sinha

Sr. No.	Date of transaction	No. of equity shares	Face Value (in ₹/Share)	Nature of transaction	Transaction value (in ₹)	Cumulative number of Equity Shares
1.	April 04, 1988	100	100	Preferential allotment	10,000	100
2.	April 21, 1994	150	100	Preferential allotment	15,000	250
3.	January 30, 1996	200	100	Preferential allotment	20,000	450
4.	October 12, 2000	600	100	Preferential allotment	60,000	1,050
5.	September 27, 2003	2,100	100	Preferential allotment	2,10,000	3,150
6.	March 26, 2004	450	100	Preferential allotment	45,000	3,600
7.	June 10, 2004	2,500	100	Preferential allotment	2,50,000	6,100
8.	March 31, 2005	35,479	100	Purchase	-	41,579
9.	July 31, 2005	16,355	100	Purchase	-	57,934
10.	September 30, 2005	Split (from ₹ 100 to ₹ 10)				5,79,340
11.	October 25, 2005	5,79,340	10	Bonus	0	11,58,680
12.	January 10, 2008	(50,000)	10	Sale	1,15,00,000	11,08,680
13.	December 31, 2013	(8,977)	10	Sale	50,00,009	10,99,703
14.	July 30, 2016	1,177	10	Purchase	23,540	11,00,880
15.	August 12, 2016	125	10	Purchase	2,500	11,01,005
16.	September 21, 2016	1,10,10,050	10	Bonus	0	1,21,11,055
17.	January 16, 2020	Split (from ₹ 10 to ₹ 5)				2,42,22,110
18.	June 04, 2021	(2,57,445)	5	Sale - buyback	14,15,94,750	2,39,64,665
19.	November 25, 2021	(4,54,545)	5	Sale	24,31,81,575	2,35,10,120
20.	October 28, 2022	(1,97,756)	5	Sale - buyback	10,87,56,800	2,33,12,364
21.	January 5, 2024	(2,22,499)	5	Sale - buyback	12,23,74,450	2,30,89,865
Cumulative Shareholding						2,30,89,865

*The acquisition price/sale price and nature of consideration for these transfers is not mentioned due to non-availability of transfer deeds.

7.2.3. Rituraj Kishore Sinha

Sr. No.	Date of transaction	No. of equity shares	Face Value (in ₹/Share)	Nature of transaction	Transaction Value (in ₹)	Cumulative number of Equity Shares
1.	February 16, 1999	360	100	Preferential allotment	36,000	360
2.	October 12, 2000	250	100	Preferential allotment	25,000	610
3.	September 27, 2003	2,868	100	Preferential allotment	2,86,800	3,478
4.	March 26, 2004	450	100	Preferential allotment	45,000	3,928
5.	March 31, 2005	8,770	100	Purchase	-	12,698
6.	July 31, 2005	16,649	100	Purchase	-	29,347
7.	September 30, 2005	Split (from ₹ 100 to ₹ 10)				2,93,470
8.	October 25, 2005	2,93,470	10	Bonus	0	5,86,940
9.	January 10, 2008	(33,913)	10	Sale	77,99,990	5,53,027
10.	December 31, 2011	1,05,400	10	Inter-se transfer amongst promoters	0	6,58,427
11.	December 31, 2013	(6,175)	10	Sale	56,65,995	6,52,252
12.	March 18, 2015	216	10	Purchase	7,00,000	6,52,468
13.	March 18, 2015	125	10	Purchase	4,05,093	6,52,593
14.	April 23, 2015	155	10	Purchase	5,02,200	6,52,748
15.	June 16, 2015	125	10	Purchase	4,05,093	6,52,873
16.	September 09, 2015	285	10	Purchase	9,23,500	6,53,158
17.	December 02, 2015	150	10	Purchase	4,86,000	6,53,308
18.	December 02, 2015	125	10	Purchase	4,05,000	6,53,433
19.	January 28, 2016	75	10	Purchase	2,43,000	6,53,508
20.	September 12, 2016	(125)	10	Sale	10,000	6,53,383
21.	September 21, 2016	65,33,830	10	Bonus	0	71,87,213
22.	September 23, 2016	(2,750)	10	Sale	99,990	71,84,463
23.	September 23, 2016	(1,375)	10	Sale	9,996	71,83,088
24.	September 23, 2016	(6,875)	10	Sale	1,00,031	71,76,213
25.	September 23, 2016	(13,739)	10	Sale	50,00,034	71,62,474
26.	September 23, 2016	(2,750)	10	Sale	99,990	71,59,724
27.	November 25, 2016	(13,739)	10	Sale	1,00,020	71,45,985
28.	November 28, 2016	(3,432)	10	Sale	1,00,008	71,42,553
29.	November 29, 2016	(13,739)	10	Sale	24,99,948	71,28,814
30.	November 29, 2016	(6,875)	10	Sale	1,00,031	71,21,939
31.	November 29, 2016	(6,875)	10	Sale	49,981	71,15,064
32.	November 29, 2016	(6,875)	10	Sale	9,969	71,08,189
33.	November 29, 2016	(3,432)	10	Sale	24,985	71,04,757
34.	November 29, 2016	(2,750)	10	Sale	99,990	71,02,007
35.	December 02, 2016	(3,432)	10	Sale	24,985	70,98,575
36.	December 02, 2016	(1,375)	10	Sale	9,996	70,97,200
37.	December 13, 2016	(3,432)	10	Sale	24,985	70,93,768
38.	December 15, 2016	(6,875)	10	Sale	4,99,950	70,86,893
39.	July 19, 2017	(70,143)	10	Transfer to RKS JV Trust	7,01,430	70,16,750
40.	August 03, 2017	18,55,285	10	Purchase	-	88,72,035
41.	August 10, 2017	(5,24,345)	10	Sale	42,73,41,175	83,47,690
42.	January 16, 2020	Split (from ₹ 10 to ₹ 5)				1,66,95,380
43.	August 28, 2020	(2,75,000)	5	Sale	10,72,50,000	1,64,20,380
44.	June 04, 2021	(1,74,524)	5	Sale - buyback	9,59,88,200	1,62,45,856
45.	November 25, 2021	(4,54,545)	5	Sale	24,31,81,575	1,57,91,311
46.	October 28, 2022	(1,32,829)	5	Sale - buyback	7,30,55,950	1,56,58,482
47.	January 5, 2024	(1,49,449)	5	Sale - buyback	8,21,96,950	1,55,09,033
48.	August 30, 2024	2,45,580	5	Purchase	9,95,90,057	1,57,54,613
49.	November 14, 2024	15,838	5	Purchase	59,21,670	1,57,70,451
50.	November 18, 2024	9,878	5	Purchase	37,24,302	1,57,80,329
51.	November 19, 2024	65,000	5	Purchase	2,46,98,700	1,58,45,329
52.	November 21, 2024	25,090	5	Purchase	95,22,157	1,58,70,419
53.	November 22, 2024	7,658	5	Purchase	29,08,891	1,58,78,077
54.	November 29, 2024	17,641	5	Purchase	66,99,523	1,58,95,718
55.	December 20, 2024	43,000	5	Purchase	1,60,26,100	1,59,38,718
56.	December 23, 2024	1,08,000	5	Purchase	3,98,09,880	1,60,46,718
57.	December 24, 2024	56,815	5	Purchase	2,09,64,735	1,61,03,533
Cumulative Shareholding						1,61,03,533

*The acquisition price/sale price and nature of consideration for these transfers is not mentioned due to non-availability of transfer deeds.

7.2.4. Rivoli Sinha

Sr. No.	Date of transaction	No. of equity shares	Face Value (in ₹/Share)	Nature of transaction	Transaction Value (in ₹)	Cumulative number of Equity Shares
1.	February 16, 1999	180	100	Preferential allotment	18,000	180
2.	September 27, 2003	500	100	Preferential allotment	50,000	680

9.15 The company is in compliance with the provisions of Section 92, 123, 127 and 129 of the Companies Act, as applicable;

9.16 The Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buyback Regulations and the Companies Act within the specified timelines;

9.17 The Company will not buyback Equity Shares which are locked-in or non-transferable until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;

9.18 The consideration for the Buyback shall be paid by the Company only in cash;

9.19 The Company shall not Buyback out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities;

9.20 As per Regulation 5(c) and Schedule I(xii) of the SEBI Buyback Regulations, it is confirmed that there is no breach of any covenants of the loans taken with respect to the Buyback of the Equity Shares;

9.21 The special resolution approving the Buyback will be valid for a maximum period of one year from the date of passing of the said special resolution (or such extended period as may be permitted under the Act or the SEBI Buyback Regulations or by the appropriate authorities). The exact timetable for the Buyback shall be decided by the Board (or its duly constituted committee) within the above time limits;

9.22 The Equity Shares bought back by the Company will be compulsorily cancelled and will not be held for re-issuance;

9.23 It is confirmed that there has been no breach of any covenant with such lenders;

9.24 The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall be less than or equal to 2:1 of its paid-up capital and free reserves based on the audited standalone or audited consolidated financial statements of the Company as on March 31, 2024, whichever sets a lower amount, as prescribed under the Companies Act and the SEBI Buyback Regulations;

9.25 The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;

9.26 The Buyback shall not result in delisting of the Equity Shares from National Stock Exchange of India Limited and BSE Limited;

9.27 The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations; and

9.28 As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates shall not deal in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of the board resolution, i.e., Tuesday, March 25, 2025 till the closing of the Buyback offer.

10 CONFIRMATIONS FROM THE BOARD OF DIRECTORS OF THE COMPANY

The Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion, that:

10.1 Immediately following the date of the Board meeting, and the date on which the result of members resolution passed by way of Postal Ballot ("Postal Ballot Resolution") will be declared, approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;

10.2 As regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buyback as well as for the year immediately following the date of Postal Ballot Resolution, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting as also from the date of Postal Ballot Resolution;

10.3 In forming an opinion as aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company was being wound up under the provisions of the Companies Act/Insolvency and Bankruptcy Code, 2016 as amended from time to time, as applicable.

11 REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S STATUTORY AUDITORS

The text of the Report dated Tuesday, March 25, 2025, of S S Kothari Mehta & Co. LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

AUDITOR CERTIFICATE ON PERMISSIBLE CAPITAL PAYMENT

Independent Auditor's Report on the proposed buyback of equity shares pursuant to the requirements of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 as amended.

Date: March 25, 2025

To,

The Board of Directors

SIS Limited

Annapoorna Bhawan, Telephone Exchange Road

Kurji, Patna, Bihar – 800 010

1. This Report is issued to the Board of directors of SIS Limited (hereinafter referred as "the Company") in connection with their proposed buyback of equity shares.

2. The Board of Directors of the Company ("the Board of Directors") has prepared the accompanying Annexure A - Statement of permissible capital payment as at March 31, 2024 ("the Statement") pursuant to the proposed buyback of equity shares approved by the Board of Directors of the Company in their meeting held on March 25, 2025 in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013, as amended and the rules made thereunder, as amended ("the Companies Act") and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("the SEBI Buyback Regulations"). The Statement contains the computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2)(c) of the Companies Act read with Regulation 4(i) of the SEBI Buyback Regulations and based on the latest audited standalone and consolidated financial statements for the year ended March 31, 2024. We have initialled the Statement for identification purposes only.

Responsibility of Board of Directors

3. The preparation of the Statement (Annexure-A) in accordance with the requirements of section 68(2)(c) of the Companies Act and ensuring compliance with the SEBI Buyback Regulations, is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares i.e., March 25, 2025 (hereinafter referred as "the date of the Board meeting") and will not be rendered insolvent within a period of one year from the date of the Board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

Auditor's Responsibility

5. Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance on:

5.1. Whether we have inquired into the state of affairs of the Company;

5.2. Whether the amount of capital payment for the buyback, as stated in the Statement, is within the permissible limit and computed in accordance with the provisions of Section 68(2)(c) read with Regulation 4(i) and Regulation 5(i)(b) of the SEBI Buyback Regulations;

5.3. whether the Board of Directors of the Company, in its meeting held on March 25, 2025, has formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting.

6. The audited standalone and consolidated financial statements as of and for the financial year ended March 31, 2024 were audited by us, on which we issued an unmodified audit opinion vide our report dated May 01, 2024. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("the ICAI"). These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.

7. We conducted our examination of the Statement in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' ("Guidance Note"), issued by ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.

9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters as mentioned in this paragraph below. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the matters mentioned in this paragraph

9 below. We have performed the following procedures in relation to the matters mentioned in this paragraph 9 below:

9.1. Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended March 31, 2024 which has been prepared by the Management of the Company and audited by us on which we have issued our audit report dated May 01, 2024.

9.2. Examined authorisation for buyback from the Articles of Association of the Company;

9.3. Agreed the amounts of paid-up equity share capital, securities premium account, general reserve and retained earnings as at March 31, 2024 as disclosed in the accompanying Statement, with the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2024.

9.4. Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited standalone and consolidated financial statements of the Company as on March 31, 2024;

9.5. Examined that all the shares for buy-back are fully paid-up;

9.6. Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback;

9.7. Examined that the amount of capital payment for the buyback as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c) read with Regulation 4(i) of the SEBI Buyback Regulations;

9.8. Inquired if the Board of Directors of the Company, in its meeting held on March 25, 2025 has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting;

9.9. Examined Director's declarations in respect of the buyback and solvency of the Company;

9.10. Obtained necessary representations from the management of the Company.

Opinion

10. Based on inquiries conducted and our examination as above, and according to the information and explanations provided to us by the management of the Company we report that:

10.1 We have inquired into the state of affairs of the Company in relation to its latest standalone and consolidated audited financial statements for the year ended March 31, 2024.

10.2 The permissible capital payment towards buyback of equity shares, as stated in the Statement, is in our view properly determined in accordance with Section 68(2)(c) of the Companies Act read with Regulation 4(i) of the SEBI Buyback Regulations, based on the audited standalone and consolidated financial statements for the year ended March 31, 2024; and

10.3 The Board of Directors, in their meeting held on March 25, 2025 have formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Board meeting and we are not aware of anything to indicate that the opinion expressed by the directors in the declaration as to any of the matters mentioned in the declaration of insolvency is unreasonable in the circumstances as of the date of declaration.

Restriction on Use

11. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and for onward submission to DAM Capital Advisors Limited, (hereinafter referred to as "the Manager to the Buyback") and to include this report, pursuant to the requirements of the SEBI Buyback Regulations, (i) Postal Ballot Notice to be sent to shareholders for Buyback; (ii) public announcement to be made to the shareholders of the Company, (iii) in the letter of offer and other documents pertaining to the Buyback to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the SEBI Buyback Regulations, the Central Depository Services (India) Limited, National Securities Depository Limited, as applicable, and for providing to the Manager to the Buyback.

12. This report can be relied on by the Manager to the Buyback and the legal counsel in relation to the Buyback.

Yours faithfully,

For and on behalf of

S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm Registration No: 000756N/N500441

Sd/

Naveen Aggarwal

Partner

Membership No.: 094380

UDIN:25094380BMKXGA8718

Place: New Delhi

Date: March 25, 2025

ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2)(c) of the Companies Act, 2013, as amended ("the Companies Act") and Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), based on annual audited standalone and consolidated financial statements as at March 31, 2024.

(Amount in ₹ million)

Particulars as on 31 March 2024	Consolidated	Standalone
A. Paid-up Equity Share Capital	720.50	720.50
14,41,00,390 equity shares of ₹ 5/- each fully paid up		
B. Free Reserves*		
Securities premium	1,036.41	1,423.74
Retained earnings	20,765.25	7,151.63
General reserve	574.96	577.96
Total Free Reserves	22,376.62	9,153.33
Total of Paid-up Equity Share Capital and Free Reserves (A+B)	23,097.12	9,873.83
Maximum amount permissible for buyback under Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the total paid-up equity capital and free reserves)	5,774.28	2,468.46
Amount approved by the Board of Directors in the meeting held on March 25, 2025 approving buyback	1,500.00	
Buyback size as a percentage of total paid-up Equity Share Capital and Free reserves	6.49%	15.19%

*Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended.

Note: The above calculation of the total paid-up equity share capital and free reserves as at March 31, 2024 for buyback of equity shares is based on the amounts appearing in the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2024. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, each as amended from time to time.

For and on behalf of SIS Limited

Sd/-

Brajesh Kumar

Chief Financial Officer

Date: March 25, 2025

UNQUOTE

12 PRIOR APPROVAL OBTAINED FROM THE LENDERS OF THE COMPANY IN CASE OF A BREACH OF ANY COVENANT WITH SUCH LENDER(S).

The Company has obtained consent from its lenders and it is confirmed that there is no breach of any covenant with such lenders.

13 RECORD DATE AND SHAREHOLDER ENTITLEMENT

13.1 As required under the SEBI Buyback Regulations, the Company has fixed Friday, June 6, 2025, as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buyback.

13.2 As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback.

13.3 As required under the SEBI Buyback Regulations, the dispatch of the Letter of Offer will be through electronic mode only, within 2 (two) working days from the Record Date and if any Eligible Shareholder requires a physical copy of the Letter of Offer, a request to be sent to the Company or the Registrar to the Buyback and the same shall be provided.

13.4 The Equity Shares proposed to be bought back by the Company shall be divided into two categories: (a) reserved category for small shareholders (defined below) and (b) the general category for all other Eligible Shareholders.

13.5 As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "Small Shareholder" is a shareholder of the Company who holds Equity Shares whose market value, on the basis of the closing price of the Equity Shares on NSE and BSE having the highest trading volume as on the Record Date, is not more than ₹ 2,00,000/- (Indian Rupees Two Lakhs only). For the purpose of classification of a shareholder, as a "Small Shareholder", multiple demat accounts having the same permanent account number ("PAN"), in case of securities held in the demat form are to be clubbed together.

13.6 In accordance with Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buy back or such number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

13.7 Based on the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including small shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares that the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered by such Eligible Shareholder. Accordingly, the Company may not purchase all of the Equity Shares tendered by an Eligible Shareholder in the Buyback.

13.8 In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the small shareholder category, the Company proposes to club together the Equity Shares held by such Eligible Shareholders with a common PAN for determining the category (Small Shareholder or general) and entitlement under Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of PANs of the joint shareholders is identical. In case of Eligible Shareholders holding Equity Shares in physical form, where the sequence of PANs is identical, the Company will club together the equity shares held in such cases. Similarly, in case of physical shareholders where the PAN of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and the names of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/ trusts, insurance companies etc. with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the registrar and transfer agent (the "Registrar") as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

13.9 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in other category.

13.10 The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate, in part or in full, and receive cash in lieu of Equity shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of other Eligible Shareholders, if any.

13.11 The maximum number of Equity Shares that can be tendered under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.

13.12 The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in the SEBI Buyback Regulations. The settlement of tenders under the Buy-back will be done using the "Mechanisms for acquisition of shares through Stock Exchange" notified by SEBI Circulars. If the Buyback entitlement for any shareholder is not a round number, (i.e. not a multiple of 1 (One) Equity Share) then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. The Small Shareholders whose entitlement would be less than 1 (One) Equity Share may tender additional Equity Shares as part of the Buy-back and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for additional Equity Shares. The settlement of the tenders under the Buyback will be done using the mechanism notified by the SEBI Circulars.

13.13 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the Letter of Offer to be sent to the Eligible Shareholder(s) as on the Record Date. Eligible Shareholders which have registered their email ids with the depositories / the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar at the address mentioned at paragraphs 16 and 17 below.

14 PROCESS AND METHODOLOGY FOR BUYBACK

14.1 The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares either in physical and/ or in dematerialized form as on the Record Date.

14.2 The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars ("Stock Exchange Mechanism") and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board (including committee authorized to complete the formalities of the Buyback) on such terms and conditions as may be permitted by law from time to time.

14.3 For implementation of the Buyback, the Company has appointed DAM Capital Advisors Limited as the registered broker to the Company ("Company's Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

DAM Capital Advisors Limited
Address: Altimus 2202, Level 22
Pandurang Budhkar Marg
Worli, Mumbai 400018
Maharashtra, India.
CIN: L99999MH1993PLC071865
Tel. No.: +91 22 4202 2500 / +91 22 6545 2500
Website: www.damcapital.in
Contact person: Rajesh Tekadiwala
E-mail: rajesh@damcapital.in
SEBI Registration no: INZ000207137
Validity: Permanent

14.4 The Company will request NSE to provide the separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. NSE will be the designated Stock Exchange for the purpose of this Buyback. The details of the Acquisition Window will be specified by the NSE from time to time.

14.5 During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock broker(s) ("Shareholder Broker") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Equity Shares held in dematerialized form and physical form. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.

14.6 In the event the Shareholder Broker(s) of any Eligible Shareholder is not registered with NSE as a trading member/ stock broker, then that Eligible Shareholder can approach any NSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the NSE registered stock broker (after submitting all details as may be required by such NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other registered broker, Eligible Shareholders may approach Company's Broker i.e. DAM Capital Advisors Limited for guidance to place their bids.

14.7 At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed by the Shareholders through their respective stock brokers (each, a "Shareholder Broker") during normal trading hours of the secondary market. In the tendering process, the Company Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's Broker.

14.8 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.

14.9 The cumulative quantity tendered shall be made available on the website of NSE (www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.

14.10 Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/ any other competent authority for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

मझोले स्तर के टेक मैनेजरोँ पर एआई का साया

अभीक दास
बैंगलूर, 1 जून

अब केवल सॉफ्टवेयर इंजीनियर होना ही काफी नहीं है। यह बात आर्टिफिशियल इंटेलिजेंस (एआई) विशेषज्ञ एवं तमाम वेंचर्स की संस्थापक एवं सीईओ नीना शिकने पिछले दिनों बैंगलूर में आयोजित एक बैठक में कही। उन्होंने अगली पीढ़ी के कौशल के बारे में सोचने के महत्त्व को समझाते हुए कहा कि अपने कौशल को निखारें।

विश्लेषकों का मानना है कि एआई के दौर में कौशल को बेहतर करने के लिए हो रही तमाम बातों के बीच प्रौद्योगिकी क्षेत्र में मझोले स्तर के मैनेजर नाजुक स्थिति में दिख रहे हैं। ईवाई के पार्टनर एवं लीडर (प्रौद्योगिकी क्षेत्र) निमित्त भट्ट ने कहा, 'आगे मझोले स्तर के प्रबंधन की नौकरियाँ जांच के दायरे में आ सकती हैं। ऐसा खास तौर पर तब दिखेगा जब एआई एजेंट निगरानी एवं निर्णय लेने में बेहतर होते

जाएँगे। ऐसे में प्रौद्योगिकी क्षेत्र में बड़ी तादाद में मझोले स्तर के मैनेजरोँ को नए सिरे से कुशल बनाने अथवा किसी नए काम पर लगाने की जरूरत होगी अन्यथा वे बेकार हो जाएँगे।

यह भी एक तथ्य है कि स्वचालन एवं एआई के कारण न केवल प्रवेश स्तर की नौकरियाँ प्रभावित होंगी बल्कि अनुभव वाले पदों पर भी उसका असर दिख सकता है। इससे काफी अनिश्चितता पैदा हो गई है और लोग खुद को नए सिरे से कुशल बनाने के लिए प्रेरित हो रहे हैं।

उद्योग के वरिष्ठ अधिकारियों के अनुसार, करीब 20 साल के अनुभव वाले मझोले स्तर के मैनेजरोँ की नौकरियाँ खतरे में पड़ सकती हैं। उनका कहना है कि इन पदों पर बैठे लोगों को केवल मैनेजर ही नहीं बने रहना चाहिए बल्कि एआई की दुनिया में नई तकनीकी विशेषज्ञता हासिल करनी चाहिए। उबर के मुख्य प्रौद्योगिकी अधिकारी (मोबिलिटी एवं डिलिवरी) प्रवीण नेपल्ली नागा ने कहा, 'एआई



आपकी नौकरी नहीं ले रही बल्कि एआई का इस्तेमाल करने वाले लोग आपकी नौकरी ले लेंगे।' उन्होंने कहा, 'कर्सर का इस्तेमाल करने वाले इंजीनियर और उसका इस्तेमाल न करने वाले इंजीनियर के बीच अंतर है। इस बदलाव का पैमाना काफी बड़ा है।'

देश भर में ऐसे मैनेजरोँ को तादाद काफी बढ़ी है। प्रमुख स्टार्टअप फर्म टीमलीज के एक अनुमान के अनुसार, प्रौद्योगिकी मैनेजरोँ को कुल तादाद में इनकी हिस्सेदारी

10 से 15 फीसदी है। स्पेशलिस्ट स्टार्टअप फर्म एक्सफेनो के अनुसार, भारत में करीब 6, 10, 000 वरिष्ठ प्रतिभागों के पास 13 से 17 वर्षों का अनुभव प्राप्त है।

अमेरिकी ई-कॉमर्स कंपनी वेफेयर के भारतीय प्रौद्योगिकी विकास केंद्र के प्रमुख राहुल कैला ने कहा, 'शायद 5-10 साल पहले ऐसा समय था जब मैनेजर की अवधारणा पीपल मैनेजर होने की होती थी। मगर अब कोई पीपल मैनेजर नहीं है। हमारे इंजीनियरिंग लीडरोँ में से कोई भी

पीपल मैनेजर नहीं है क्योंकि वे पूरी तरह प्रौद्योगिकी विशेषज्ञ हैं। अगर आप प्रौद्योगिकी को भलीभाँति नहीं समझेंगे तो आप नेतृत्व नहीं कर सकते।'

जोफो के संस्थापक श्रीधर वेम्बु ने हाल में सॉफ्टवेयर इंजीनियरोँ को आगाह किया कि मैकेनिकल या सिविल इंजीनियरोँ के मुकाबले बेहतर वेतन पाने का उनका कोई जन्मसिद्ध अधिकार नहीं है।

नैसकॉम के आंकड़ों से पता चलता है कि भारत में 4,00,000 से अधिक इंजीनियरोँ को एआई में प्रशिक्षित किया गया है। मगर उनमें से केवल 73,000 के पास उन्नत एआई कौशल की समझ है। इससे कौशल अंतर बिल्कुल स्पष्ट है। नैसकॉम के आंकड़ों से यह भी पता चलता है कि भारत 2028 तक एआई में 27 लाख नई नौकरियाँ पैदा करेगा। सिएल एचआर के प्रबंध निदेशक एवं सीईओ आदित्य नारायण मिश्र ने कहा, 'उन लोगों को चुनौतियों का सामना करना पड़ेगा जिनके पास विशेष कौशल नहीं है।'

आईटी पर दबाव

भारत का आईटी क्षेत्र लंबे समय से रोजगार देने वाला एक प्रमुख क्षेत्र रहा है। विश्लेषकों का कहना है कि अब एआई के कारण इसमें व्यापक बदलाव हो सकता है। टीमलीज डिजिटल की मुख्य कार्य धिकारी नीति शर्मा ने कहा कि प्रवेश स्तर की भूमिकाएँ तो होंगी, लेकिन जो एल2 एवं एल3 है एल1 बन जायेगा क्योंकि स्वचालन के कारण प्रवेश स्तर की कई नौकरियाँ अप्रासंगिक होती जा रही हैं। यही कारण है कि आईटी कंपनियों की नियुक्तियों में गिरावट दिख रही है।

शीर्ष पाँच आईटी कंपनियों ने पिछले वित्त वर्ष में महज 12,718 लोगों को नियुक्त किया, जबकि 31 मार्च, 2020 को समाप्त वित्त वर्ष में 66,500 लोगों को नियुक्त किया गया था। सिएल एचआर के मिश्र ने कहा, 'असली बदलाव आईटी सेवा में दिख रहा है। अब हमें एआई, जेन एआई, क्लाउड, डेवऑप्स, फुल-स्टैक डेवलपमेंट, प्रोडक्ट मैनेजमेंट और

साइबर सुरक्षा में अधिक मांग दिख रही है।'

एमएनसी का प्रभाव

हाल में माइक्रोसॉफ्ट, गूगल और वॉलमार्ट जैसी कंपनियों द्वारा की गई छंटनी की घोषणाओं के कारण इंजीनियर की भूमिकाओं के बारे में चिंता पैदा हो गई है। यह घोषणा ऐसे समय में की गई है जब एआई, जेन एआई और एआई एजेंट प्रौद्योगिकी क्षेत्र का परिदृश्य बदल रहे हैं।

वैश्विक वृहद आर्थिक स्थिरता एवं शूल्क संबंधी अनिश्चितता ने भी प्रौद्योगिकी क्षेत्र की मुश्किलें बढ़ा दी हैं। छंटनी पर नजर रखने वाली फर्म लेऑफिस डॉट एफवाईआई के अनुसार, इस साल अब तक दुनिया भर में करीब 135 प्रौद्योगिकी कंपनियों में 62,000 लोगों की नौकरियाँ जा चुकी हैं।

नई हकीकत

इस बदलते रूझान से निपटने के लिए भारत की सिलिकन वैली में न केवल प्रवेश स्तर की भूमिकाओं बल्कि मझोले स्तर के प्रबंधकों के लिए भी सबसे अधिक मायने रखने वाले शब्द हैं: नवाचार एवं बदलाव।

14.11 The reporting requirements for Non-Resident Shareholders under the Foreign Exchange Management Act, 1999, as amended, RBI and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.

14.12 The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

14.13 Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:

14.13.1 Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialized form under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.

14.13.2 The Shareholder Broker would be required to place an order/ bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Designated Stock Exchange NSE For further details, Eligible Shareholders may refer to the circulars issued by the NSE and the NSE Clearing Limited (the "Clearing Corporation").

14.13.3 The details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the NSE and/or the Clearing Corporation.

14.13.4 A lien shall be marked by the Shareholder Broker in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporation.

14.13.5 In case, the Shareholders demat account is held with one depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer ("IDT") instructions shall be initiated by the shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e. transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.

14.13.6 For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned selling member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

14.13.7 Upon placing the bid, the Shareholder Broker(s) shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of the order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

14.13.8 It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory. In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be deemed to have been accepted. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.

14.13.9 The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity share, if any, tendered by the eligible shareholders would be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue, then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the eligible shareholder. On the date of the settlement, in case of Custodian Participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.

14.13.10 Eligible shareholders who have tendered their demat shares in the buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the eligible shareholder has signed the tender form; (ii) duly attested death certificate and succession certificate/legal heirship certificate, in case any eligible shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

14.14 Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form:

In accordance with SEBI's circular dated July 31, 2020 (circular no. SEBI/HO/ CFD/ CMD1/CIR/P/2020/144), shareholders holding Equity Shares in physical form are allowed to tender such shares in a buyback undertaken through the tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations. The procedure is as follows:

14.14.1 Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (a) Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (b) original share certificate(s), (c) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of PAN card(s) of all Eligible Shareholders, (e) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.

14.14.2 Based on aforesaid documents the concerned Shareholder Broker shall place an order/ bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the Acquisition Window of NSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered etc.

14.14.3 Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback at the address mentioned at paragraph 16 below on or before the Buyback closing date. The envelope should be superscribed as "SIS Limited - Buyback 2025". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker.

14.14.4 The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, the NSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids' and displayed on the Stock Exchange website.

14.14.5 In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

14.14.6 An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.

15 METHOD OF SETTLEMENT

15.1 Upon finalization of the basis of acceptance as per the SEBI Buyback Regulations:

15.1.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

15.1.2 The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/bank, due to any reason, then such funds will be transferred to the concerned Shareholder Broker's settlement bank account for onward transfer to such Eligible Shareholders.

15.1.3 For the Eligible Shareholders holding Equity Shares in physical form, the funds payout would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.

15.1.4 In case of certain shareholders viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective stock broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by NSE and the Clearing Corporation from time to time.

15.1.5 The Eligible Shareholders of the Demat Shares will have to ensure that they keep the DP account active and unblocked.

15.1.6 Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same on the settlement date, Clearing Corporation will cancel lien on the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the escrow account of the Company (the "Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company Broker to the Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the NSE. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the shareholder..

15.1.7 In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.

15.1.8 In relation to the Equity Shares in physical form:

- If the Equity Shares in physical form tendered by Eligible Shareholders are not accepted, the share certificate would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding Equity Shares in physical form to dematerialize their such Equity Shares.
- If however, only a portion of the Equity Shares in physical form held by an Eligible Shareholder is accepted in the Buyback, then the Company is authorised to split the share certificate and issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the RTA. The RTA shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation Issued" on the face/ reverse of the certificate to the extent of the excess Equity Shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to their depository participant for dematerializing the Equity Shares in physical form. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RTA shall credit the Equity Shares to a separate demat account of the Company opened for the said purpose.

15.1.9 Any excess or unaccepted physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by the Equity Shareholders holding Equity Shares in the physical form.

15.1.10 The Equity Shares bought back in dematerialized form would be transferred directly to the escrow account of the Company opened for the Buyback ("Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.

15.1.11 Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker(s) for details of any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Shareholder Broker(s) upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.

15.1.12 The Shareholder Broker(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback

15.1.13 The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Buyback are completed.

15.2 The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

16 COMPLIANCE OFFICER

16.1 The Company has designated the following as the Compliance Officer for the Buyback:

Name: Pushpalatha Katkuri
Designation: Company Secretary and Compliance Officer
Membership No: A21695
CIN: L75230BR1985PLC002083
Address: 106, Ramanashree Arcade, 18 M G Road Bangalore - 560 001, Karnataka, India
Tel no.: +91 80 2559 0801
Email: shareholders@sisindia.com
Website: www.sisindia.com

16.2 In case of any clarifications or to address investor grievance, the shareholders may contact the Compliance Officer, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays, at the above-mentioned address.

17 INVESTOR SERVICE CENTER AND REGISTRAR TO THE BUYBACK

17.1 The Company has appointed the following as the Registrar to the Buyback:



MUFU INTIME INDIA PRIVATE LIMITED (FORMERLY LINK INTIME INDIA PRIVATE LIMITED)
Address: C-101, 247 Park, 1st Floor, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India
Tel No.: +91 8108114949
Contact Person: Ms. Shanti Gopalkrishnan
Email: linkcs@linkintime.co.in
Investor Grievance ID: sis.corporate.buyback2025@in.mpmms.mufu.com
Website: www.in.mpmms.mufu.com
SEBI Registration No.: INR000004058
Validity Period: Permanent
CIN: U67190MH1999PTC118368

17.2 In case of any query, the shareholders may also contact the Registrar to the Buyback, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays at the above-mentioned address.

18 MANAGER TO THE BUYBACK
The Company has appointed the following as Manager to the Buyback:

DAM CAPITAL
DAM Capital Advisors Limited
Address: Altimus 2202, Level 22, Pandurang Budhkar Marg, Worli, Mumbai 400018, Maharashtra, India.
Website: www.damcapital.in
CIN: L99999MH1993PLC071865
Tel. No.: +91 22 4202 2500 / +91 22 6545 2500
Contact person: Chandresh Sharma/Puneet Agnihotri
Email: sis.buyback2025@damcapital.in
SEBI Registration no: MB/INM00011336
Validity: Permanent

19 DIRECTORS' RESPONSIBILITY STATEMENT
In terms of Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts full and final responsibility for all the information contained in this Public Announcement and confirms that this Public Announcement contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of SIS LIMITED

Sd/-
Name: RITURAJ KISHORE SINHA
Designation: Managing Director
DIN: 00477256

Date: May 30, 2025
Place: Delhi

Sd/-
Name: ARVIND KUMAR PRASAD
Designation: Whole-Time Director
DIN: 02865273

Date: May 30, 2025
Place: Delhi

Sd/-
Name: PUSHPALATHA KATKURI
Designation: Company Secretary and Compliance Officer
Membership No.: A21695

Date: May 30, 2025
Place: Bangalore

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF SIS LIMITED (HEREINAFTER REFERRED AS "THE COMPANY") FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This Public Announcement ("Public Announcement" / "PA") is being made in relation to the buyback of fully paid-up equity shares having a face value of ₹ 5/- (Indian Rupees Five only) each (the "Equity Shares") by the Company from the shareholders/beneficial owners of the Company through the tender offer route using the Stock Exchange mechanism in accordance with Securities and Exchange Board of India ("SEBI") circular CIR/CFD/POLICYCELL1/2015 dated April 13, 2015 read with the circular CFD/DOR2/ CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/CIR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI circular SEBI/HO/CFD/PO-2/PIR/CIR/2023/25 dated March 8, 2023, as amended ("SEBI Circulars") pursuant to the provisions of Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India ("Buy-Back of Securities) Regulations, 2018, as amended (hereinafter referred as "SEBI Buyback Regulations"), and contains the disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

OFFER TO BUYBACK OF UP TO 37,12,871 (THIRTY SEVEN LAKHS TWELVE THOUSAND EIGHT HUNDRED AND SEVENTY ONE) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 5 (INDIAN RUPEES FIVE ONLY) EACH OF THE COMPANY FOR AN AMOUNT NOT EXCEEDING ₹ 150,00,00,000 (INDIAN RUPEES ONE HUNDRED AND FIFTY CRORES ONLY) EACH AT A PRICE OF ₹ 404/- (INDIAN RUPEES FOUR HUNDRED AND FOUR ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points, certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1 DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE

1.1 The board of directors of the Company (hereinafter referred to as the "Board of Directors" or "Board", which expression shall include any committee constituted and authorized by the Board to exercise its powers), at its meeting held on Tuesday, March 25, 2025 ("Board Meeting") has subject to approval of the shareholders of the Company by way of a special resolution and the provisions of the SEBI Buyback Regulations, Companies Act, 2013, as amended ("Companies Act"), rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 as amended ("Share Capital Rules"), and the Companies (Management and Administration) Rules, 2014, as amended ("Management Rules"), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended to the extent applicable ("Listing Regulations") and SEBI Circulars, at a price of ₹ 404/- (Indian Rupees Four Hundred and Four only) per Equity Share ("Buyback Price"), payable in cash for an aggregate amount of up to ₹ 150,00,00,000 (Indian Rupees One Hundred and Fifty Crores only) excluding Transaction Costs (as defined below), applicable taxes and other incidental and related expenses ("Buyback Size").

1.2 In terms of Regulation 5(via) of the SEBI Buyback Regulations, the Board or Buyback Committee, may till 1 (one) working day prior to the Record Date (as defined below), increase the "Buyback Price" and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

1.3 The Buyback is more than 10% of the total paid up equity share capital and free reserves of the Company based on standalone financial statement of the Company, as per its latest audited standalone financial statement as on March 31, 2024. Accordingly, the Company had sought approval of the shareholders of the Company for the Buyback, by way of special resolution in accordance with Regulation 5(i) (i) of the SEBI Buyback Regulations. The Board of Directors of the Company approved the Buyback by way of special resolution through postal ballot by voting through electronic means ("Remote E Voting") pursuant to a postal ballot notice dated Tuesday, March 25, 2025, the ("Postal Ballot Notice"), the results of which were announced on Thursday, May 29, 2025.

1.4 The Buyback Size represents 15.19% and 6.49% of the aggregate of the total paid-up share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as at March 31, 2024, i.e., the latest audited standalone financial statements available as on the date of the board meeting recommending the proposal of the Buyback, respectively, and is within the statutory limit of 25% of the aggregate of the total paid-up equity share capital and free reserves of the Company, based on standalone or consolidated financial statements of the Company, whichever sets out a lower amount, (in this case being the standalone audited financials of the Company), as per the applicable provisions of the Companies Act and SEBI Buyback Regulations.

1.5 Under the SEBI Buyback Regulations and the Companies Act, the maximum number of Equity Shares that can be bought in any financial year cannot exceed 25% of the total equity shares in the total paid up equity share capital of the Company in that financial year. The Company proposes to Buyback up to 37,12,871 (Thirty Seven Lakhs Twelve Thousand Eight Hundred and Seventy One) Equity Shares representing 2.57% of the total number of Equity Shares in the total paid-up equity share capital of the Company as on December 31, 2024, which is within the aforesaid limit of 25%.

1.6 The Buyback Size does not include transaction costs viz. brokerage costs, fees, turnover charges, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, filing fees to SEBI, Stock Exchanges charges, advisors/ legal fees, printing and dispatch expenses, if any, Public Announcement publication expenses and other incidental and related expenses and charges ("Transaction Costs").

1.7 The Buyback is in accordance with Article 28 of the Articles of Association of the Company and Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable, SEBI Buyback Regulations read with SEBI Circulars and the Listing Regulations, subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, Registrar of Companies, Bihar at Patna, National Stock Exchange of India Limited ("NSE"), SEBI Limited ("BSE") and/or other authorities, institutions or bodies, (together with BSE, NSE, and "Appropriate Authorities") as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board.

1.8 The Equity Shares are listed on NSE and BSE (hereinafter together referred to as the "Stock Exchanges").

1.9 The Buyback shall be undertaken on a proportionate basis from all the equity shareholders/ beneficial owners of the Company (except any shareholders/beneficial owners who may be specifically prohibited under the applicable laws by Appropriate Authorities), including the promoters and, members of the promoter group, who hold Equity Shares as at Friday, June 6, 2025 (the "Record Date") (such shareholders being the "Eligible Shareholders") through the tender offer process prescribed under Regulation 4(v)(a) of the SEBI Buyback Regulations and shall be implemented using the Stock Exchange Mechanism as specified by SEBI in the SEBI Circulars. In this regard, the Company will request NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback and for the purposes of this Buyback, NSE will be the designated stock exchange.

1.10 The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1998 and the rules and regulations framed thereunder, each as amended and that such approvals shall be required to be taken by such shareholders/beneficial owners.

1.11 In terms of the SEBI Buyback Regulations, under tender offer route, the promoters, the members of the promoter group and persons in control of the Company have the option to participate in the Buyback. In this regard, the Promoters, members of the promoter group and persons in control of the Company, vide their letters dated Tuesday, March 25, 2025 have expressed their intention to participate in the Buyback and tender Equity Shares based on their entitlement and to offer such number of additional equity shares, if any, as may be required to ensure that the Company continues to be in compliance with the minimum public shareholding norms as prescribed under applicable laws. The extent of their intention of participation in the Buyback has been detailed in paragraph 7 of this Public Announcement.

1.12 The Buyback will not result in any benefit to the promoters, members of the promoter group, persons in control of the Company or any directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the members of the promoter, promoter group and persons in control of the Company may increase or decrease depending on the change in the total equity capital and voting rights of the Company. The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the Listing Regulations. Any change in voting rights of the promoter, promoter group and persons in control of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

1.13 A copy of this Public Announcement is available on the website of the Company www.sisindia.com, website of the Manager to the Buyback at www.damcapital.in and is expected to be available on the website of SEBI (www.sebi.gov.in) during the period of the Buyback and on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).

1.14 Participation in the Buyback by Eligible Shareholders will trigger tax on the consideration received on Buyback by them. The Finance Act, 2024, Section 2 Act, 2024 has made amendments in relation to buy-back of shares w.e.f. October 01, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which has been bought back by the Company shall be treated as capital loss in the hands of the shareholder and allowed to be carried forward and set off against capital gains as per the provisions of the Income Tax Act, 1961 read with any applicable rules framed thereunder ("ITA"). The Company is required to deduct tax at source at 10% under section 194 of the ITA in respect of the consideration payable to Resident shareholders on buy-back of the shares. In respect of consideration payable to Non-resident shareholders, tax shall be withheld at the rate of 20% as per the ITA or as per the rate in the respective Tax Treaty, whichever is beneficial subject to availability of prescribed documents by such non-residents. Since the buyback of shares shall take place through the sell/buy mechanism of the stock exchange, securities transaction tax at 0.10 % of the value of the transaction will be applicable. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

2 NECESSITY FOR THE BUYBACK

2.1 The current Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective and efficient manner. The Board at its meeting held on Tuesday, March 25, 2025 considered the accumulated cash and reserves as well as the cash up reflected in the latest available standalone and consolidated audited financial statements as on March 31, 2024 and also as on the date of the Board Meeting and considering these, the Board decided to allocate up to ₹150,00,00,000/- (Indian Rupees One Hundred and Fifty Crores only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback. The Buyback will help the Company achieve the following objectives: (i) optimize returns to shareholders; and (ii) enhance overall shareholders' value.

2.2 After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend a Buyback of Equity Shares at a price of ₹ 404 (Indian Rupees Four Hundred and Four only) per Equity Share for an aggregate amount not exceeding ₹150,00,00,000 (Indian Rupees One Hundred and Fifty Crores only). The Buyback is being undertaken, inter-alia, for the following reasons:

- (i) The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- (ii) The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders who would get classified as "small shareholder" as per Regulation 2(i)(ii) of the SEBI Buyback Regulations;
- (iii) The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;
- (iv) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment; and
- (v) The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment, as and when required.

3 MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK, AND ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED

3.1 The maximum amount required for Buyback will not exceed ₹15,87,12,871 (Thirty Seven Lakhs Twelve Thousand Eight Hundred and Seventy One) Equity Shares (representing 2.57% of the total number of Equity Shares in the total paid-up equity capital of the Company as of December 31, 2024), at a price of ₹404 (Indian Rupees Four Hundred and Four only) per Equity Share "Buyback Price", subject to any increase to the "Buyback Price" and decrease in the number of Equity Shares proposed to be bought back, such that there is no change in the aggregate size of the Buyback as may be approved by the Board/Buyback Committee, payable in cash for an aggregate amount not exceeding ₹150,00,00,000 (Indian Rupees One Hundred and Fifty Crores only), excluding Transaction Costs, which represents 15.19% and 6.49% of the aggregate of the Company's fully paid-up equity share capital and free reserves as per the standalone audited financials and consolidated audited financials of the Company for the year ended as on March 31, 2024 respectively, which is within the statutory limits of 25% of the aggregate of the fully paid-up equity share capital and free reserves of the Company, based on the standalone or consolidated financial statements of the Company as on March 31, 2024, whichever sets out a lower amount, and is in compliance with Regulation 4(i) of the SEBI Buyback Regulations and Section 68(2) of the Companies Act.

3.2 The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company (related earnings) and/or such other source as may be permitted by the SEBI Buyback Regulations and the Companies Act. The amount shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements.

3.3 The funds borrowed, if any, from banks and financial institutions shall not be used for the purpose of the Buyback.

4 MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES AND BASIS OF ARRIVING AT THE BUYBACK PRICE

4.1 The Equity Shares are proposed to be bought back at a price of ₹404 (Indian Rupees Four Hundred and Four only) per Equity Share ("Buyback Price").

4.2 The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on BSE and NSE i.e. the stock exchanges, where the Equity Shares of the Company are listed, impact on net worth, price earnings ratio, earnings per share and other financial parameters.

4.3 The Buyback Price represents:

- i. Premium of 23.21% and 23.14% to the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the three months preceding the date of Intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback ("Intimation Date").
- ii. Premium of 33.57% and 33.34% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, for two weeks preceding the Intimation Date.
- iii. Premium of 38.09% and 38.19% over the closing price of the Equity Shares on BSE and NSE, respectively, as on March 19, 2025, which is a day preceding the Intimation Date.
- iv. Premium of 36.69% and 36.79% over the closing price of the Equity Shares on BSE and NSE, respectively, as on the Intimation Date.

The closing market price of the Equity Shares as of the Intimation Date was ₹ 295.55 and ₹ 295.35 and as on the Board Meeting Date was ₹342.00 and ₹342.35 on the BSE and the NSE, respectively. As required under Section 68(2)(d) of the Companies Act and Regulation 4(i)(a) of the SEBI Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid-up capital and free reserves after the Buyback on audited standalone financial statements or audited consolidated financial statements of the Company as on March 31, 2024, whichever sets out a lower amount.

5 MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buy back up to 37,12,871 (Thirty Seven Lakhs Twelve Thousand Eight Hundred and Seventy One) Equity Shares, (representing 2.57% of the total number of Equity Shares in the total paid-up equity capital of the Company as of March 31, 2024) at the Buyback Price (i.e. ₹ 404 (Indian Rupees Four Hundred and Four only) per share for a total amount not exceeding ₹150,00,00,000/- (Indian Rupees One Hundred and Fifty Crores only).

6 DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP, SHAREHOLDING AND OTHER DETAILS

6.1 The aggregate shareholding in the Company of (a) promoters and the members of the promoter group and persons in control of the Company; (b) the director(s) of the promoters, where the promoter is a company; (c) directors and key managerial personnel of the Company, as on the date of the Board Meeting, i.e., Tuesday, March 25, 2025, date of the Postal Ballot Notice i.e., Tuesday, March 25, 2025 and the date of this Public Announcement i.e. Friday, May 30, 2025, is as follows:

6.1.1 Aggregate shareholding of the promoters and the members of the promoter group and persons in control of the Company in the Company as on the date of the Board Meeting i.e. Tuesday, March 25, 2025, Postal Ballot Notice i.e. Tuesday, March 25, 2025 and the date of this Public Announcement i.e. Friday, May 30, 2025, is as follows:

S. No.	Name of Shareholder	Number of Equity Shares Held	% of Shareholding
1. Promoter			
a.	Ravindra Kishore Sinha	5,66,18,087	39.22
b.	Rituraj Kishore Sinha	1,61,03,533	11.15
2. Promoter Group			
a.	Rita Kishore Sinha	2,30,89,865	15.99
b.	Rivoli Sinha	46,82,510	3.24
c.	Pallavi Sinha	2,17,970	0.15
d.	Pallavi Sinha (Trustee of RKS JV Trust)	33,218	0.02
e.	Vikash Kishore Prasad	13,750	0.01
f.	Satyendra Kishore	10,884	0.01
g.	Vishan Narain Khanna	8,500	0.01
h.	Vocational Skills Council India Private Limited	31,42,152	2.18
Total		10,39,20,469	71.98

6.1.2 Aggregate shareholding of the director(s) of the promoters, where the promoter is a company, as on the date of the Board Meeting i.e., Tuesday, March 25, 2025, date of the Postal Ballot Notice i.e. Tuesday, March 25, 2025, and the date of this Public Announcement i.e. Friday, May 30, 2025, is as follows:

6.1.3 Aggregate shareholding of the directors and key managerial personnel of the Company, as on the date of the Board meeting, i.e., Tuesday, March 25, 2025, date of the Postal Ballot Notice i.e. Tuesday, March 25, 2025, and the date of this Public Announcement i.e. Friday, May 30, 2025, is as follows:

S. No.	Name of Shareholder	Designation	Number of Equity Shares Held	% of Shareholding
1.	Ravindra Kishore Sinha	Chairman and Executive Director	5,66,18,087	39.22
2.	Rituraj Kishore Sinha	Managing Director	1,61,03,533	11.15
3.	Rita Kishore Sinha	Non-Executive Director	2,30,89,865	15.99
4.	Uday Singh	Independent Director	3,00,000	0.21
5.	Arvind Kumar Prasad	Whole Time Director (Director-Finance)	3,11,479*	0.22
6.	Rivoli Sinha	Non-Executive Director	46,82,510	3.24
7.	Upendra Kumar Sinha	Independent Director	Nil	Nil
8.	Rajan Verma	Independent Director	Nil	Nil
9.	Sunil Srivastava	Independent Director	Nil	Nil
10.	Vrinda Sarup	Independent Director	Nil	Nil
11.	Deepak Kumar	Independent Director	Nil	Nil
12.	Brishesh Kumar	Chief Financial Officer	43,449	0.03
13.	Pushpalatha Katkuri	Company Secretary & Compliance Officer	3,459*	Negligible

* The number of Equity Shares held have been mentioned as on date of Public Announcement, since there have been transactions undertaken by the respective director/key managerial personnel between the date of the Board Meeting and the date of the Public Announcement.

6.2 Aggregate of Equity Shares or other specified securities in the Company were either purchased or sold by the following during a period of six months preceding the date of the Board Meeting at which the buyback was proposed and from the date of the Postal Ballot Notice, till the date of the Public Announcement.

(a) promoters and the members of the promoter group and persons in control of the Company:

S. No.	Name of the Promoter	Aggregate number of shares purchased/sold	Nature of transaction	Maximum price per share (₹)	Date of maximum price	Minimum price per share (₹)	Date of minimum price
Promoters							
1.	Rituraj Kishore Sinha	15,838	Purchase	384.05	November 14, 2024	366.55	November 14, 2024
2.	Rituraj Kishore Sinha	9,878	Purchase	385.25	November 18, 2024	373.15	November 18, 2024
3.	Rituraj Kishore Sinha	65,000	Purchase	385.45	November 19, 2024	377.00	November 19, 2024
4.	Rituraj Kishore Sinha	25,090	Purchase	385.00	November 21, 2024	375.75	November 21, 2024
5.	Rituraj Kishore Sinha	7,658	Purchase	382.20	November 22, 2024	377.55	November 22, 2024
6.	Rituraj Kishore Sinha	17,641	Purchase	382.90	November 29, 2024	375.00	November 29, 2024
7.	Rituraj Kishore Sinha	43,000	Purchase	378.00	December 20, 2024	364.35	December 20, 2024
8.	Rituraj Kishore Sinha	1,08,000	Purchase	372.50	December 23, 2024	363.00	December 23, 2024
9.	Rituraj Kishore Sinha	56,815	Purchase	376.20	December 24, 2024	362.05	December 24, 2024
Members of the Promoter Group							
10.	Vishan Narain Khanna	1,000	Purchase	333.75	March 21, 2025	305.60	March 21, 2025

(b) Director(s) of the promoter, where the promoter is a company: NA

(c) Directors and key managerial personnel of the Company:

S. No.	Name of Director	Aggregate number of shares purchased/sold	Nature of transaction	Maximum price per share (₹)	Date of maximum price	Minimum price per share (₹)	Date of minimum price
Directors							
1.	Rituraj Kishore Sinha	15,838	Purchase	384.05	November 14, 2024	366.55	November 14, 2024
2.	Rituraj Kishore Sinha	9,878	Purchase	385.25	November 18, 2024	373.15	November 18, 2024
3.	Rituraj Kishore Sinha	65,000	Purchase	385.45	November 19, 2024	377.00	November 19, 2024
4.	Rituraj Kishore Sinha	25,090	Purchase	385.00	November 21, 2024	375.75	November 21, 2024
5.	Rituraj Kishore Sinha	7,658	Purchase	382.20	November 22, 2024	377.55	November 22, 2024
6.	Rituraj Kishore Sinha	17,641	Purchase	382.90	November 29, 2024	375.00	November 29, 2024
7.	Rituraj Kishore Sinha	43,000	Purchase	378.00	December 20, 2024	364.35	December 20, 2024
8.	Rituraj Kishore Sinha	1,08,000	Purchase	372.50	December 23, 2024	363.00	December 23, 2024
9.	Rituraj Kishore Sinha	56,815	Purchase	376.20	December 24, 2024	362.05	December 24, 2024
10.	Arvind Kumar Prasad	(1800)	Sale	397.10	November 05, 2024	389.10	November 05, 2024

S. No.	Name of Director	Aggregate number of shares purchased/sold	Nature of transaction	Maximum price per share (₹)	Date of maximum price	Minimum price per share (₹)	Date of minimum price
Directors							
11.	Anind Kumar Prasad	(200)	Sale	400.00	November 06, 2024	391.85	November 06, 2024
12.	Brijesh Kumar	2,500	Purchase ESOP	303.70	March 20, 2025	291.55	March 20, 2025
13.	Pushpalatha Karkuri	2,867	Purchase ESOP	342.40	April 30, 2025	333.85	April 30, 2025
14.	Anind Kumar Prasad	(8000)	Sale	328.60	May 06, 2025	320.10	May 06, 2025
15.	Anind Kumar Prasad	(1500)	Sale	328.00	May 07, 2025	320.15	May 07, 2025

Other than as disclosed above, none of our key managerial personnel have purchased or sold any Equity Shares in the last six months preceding the date of the Board Meeting at which the Buyback was approved, i.e., Tuesday, March 25, 2025, and from the date of the Postal Ballot Notice, till the date of the Public Announcement.

7 INTENTION OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN THE BUYBACK:

7.1 In terms of the SEBI Buyback Regulations, under tender offer route, the promoters, members of the promoter group and persons in control of the Company have the option to participate in the Buyback. In this regard, the promoters, members of the promoter group and persons in control of the Company, by their letters dated Tuesday, March 25, 2025 have expressed their intention to participate in the Buyback and tender Equity Shares based on their entitlement and to offer such number of additional Equity Shares, if so required, to ensure that post the Buyback the Company continues to be in compliance with the minimum public shareholding norms as prescribed under applicable laws.

S. No.	Name of Shareholder	Number of Equity Shares Held	Number of Equity Shares Intended to tender
Promoters			
1.	Ravindra Kishore Sinha	5,66,18,087	14,55,369
2.	Rituraj Kishore Sinha	1,61,03,533	4,13,942
Members of the Promoter Group			
3.	Rita Kishore Sinha	2,30,89,865	5,93,525
4.	Rivoli Sinha	46,82,510	1,20,364
5.	Pallavi Sinha	2,17,970	5,603
6.	Vocational Skills Council India Private Limited	31,42,152	80,769
7.	Vikas Kishore Prasad	13,750	353
8.	Satyendra Kishore	10,884	280
9.	Vishan Narain Khanna	8,500	218
	Total	10,36,87,261	26,70,423

7.2 The details of the date and price of acquisition/sale of Equity Shares by the promoters, members of the promoter group and persons in control of the Company who intend to participate in the Buyback are set out below:

7.2.1. Ravindra Kishore Sinha

Sr. No.	Date of transaction	No. of equity shares	Face Value (₹/Share)	Nature of transaction	Transaction Value (₹)	Cumulative number of Equity Shares
1.	January 2, 1985	108	100	Subscription to the memorandum of association	10,800	108
2.	April 4, 1988	662	100	Preferential allotment	66,200	770
3.	April 21, 1994	1,155	100	Preferential allotment	1,15,500	1,925
4.	January 30, 1996	800	100	Preferential allotment	80,000	2,725
5.	October 12, 2000	10,850	100	Preferential allotment	10,85,000	13,575
6.	September 27, 2003	6,598	100	Preferential allotment	6,59,800	20,173
7.	March 26, 2004	450	100	Preferential allotment	45,000	20,623
8.	June 10, 2004	2,500	100	Preferential allotment	2,50,000	23,123
9.	March 31, 2005	16,427	100	Purchase	-	39,550
10.	July 31, 2005	73,725	100	Purchase	-	1,13,275
11.	September 30, 2005	Split (from ₹ 100 to ₹ 10)				11,32,750
12.	October 25, 2005	11,32,750	10	Bonus	0	22,65,500
13.	March 31, 2006	5,79,000	10	Preferential allotment	57,90,000	28,44,500
14.	April 25, 2007	15,500	10	Purchase	-	28,60,000
15.	January 10, 2008	(50,000)	10	Sale	1,15,00,000	28,10,000
16.	May 3, 2008	(17,000)	10	Sale	-	27,93,000
17.	May 3, 2008	(35,000)	10	Sale	-	27,58,000
18.	May 3, 2008	19,400	10	Purchase	-	27,77,400
19.	June 15, 2011	(29,623)	10	Sale	1,50,000	27,47,777
20.	October 30, 2012	(5,885)	10	Sale	29,99,981	27,41,892
21.	April 23, 2013	(1,44,694)	10	Sale	29,10,00,036	25,96,808
22.	September 21, 2016	2,59,68,080	10	Bonus	0	2,85,64,888
23.	August 03, 2017	18,55,285	10	Purchase	0	3,04,20,173
24.	August 10, 2017	(7,86,517)	10	Sale	64,10,11,355	2,96,33,656
25.	January 16, 2020	Split (from ₹ 10 to ₹ 5)				5,92,67,312
26.	August 26, 2020	(54,000)	5	Sale	21,07,86,738	5,87,27,312
27.	June 4, 2021	(6,24,185)	5	Sale - buyback	34,33,01,750	5,81,03,127
28.	November 25, 2021	(4,54,545)	5	Sale	24,31,81,575	5,76,48,582
29.	October 28, 2022	(4,84,911)	5	Sale - buyback	24,24,55,500	5,71,63,671
30.	January 5, 2024	(6,45,584)	5	Sale - buyback	30,00,71,200	5,66,18,087

*The acquisition price/sale price and nature of consideration for these transfers is not mentioned due to non-availability of transfer deeds.

7.2.2. Rita Kishore Sinha

Sr. No.	Date of transaction	No. of equity shares	Face Value (₹/Share)	Nature of transaction	Transaction value (₹)	Cumulative number of Equity Shares
1.	April 04, 1988	100	100	Preferential allotment	10,000	100
2.	April 21, 1994	150	100	Preferential allotment	15,000	250
3.	January 30, 1996	200	100	Preferential allotment	20,000	450
4.	October 12, 2000	600	100	Preferential allotment	60,000	1,050
5.	September 27, 2003	2,100	100	Preferential allotment	2,10,000	3,150
6.	March 26, 2004	450	100	Preferential allotment	45,000	3,600
7.	June 10, 2004	2,500	100	Preferential allotment	2,50,000	6,100
8.	March 31, 2005	35,479	100	Purchase	-	41,579
9.	July 31, 2005	16,355	100	Purchase	-	57,934
10.	September 30, 2005	Split (from ₹ 100 to ₹ 10)				5,79,340
11.	October 25, 2005	5,79,340	10	Bonus	0	11,58,680
12.	January 10, 2008	(50,000)	10	Sale	1,15,00,000	11,08,680
13.	December 31, 2013	(8,877)	10	Sale	50,00,008	10,99,703
14.	July 30, 2016	1,177	10	Purchase	23,540	11,00,880
15.	August 12, 2016	125	10	Purchase	2,500	11,01,005
16.	September 21, 2016	1,10,10,050	10	Bonus	0	1,21,11,055
17.	January 16, 2020	Split (from ₹ 10 to ₹ 5)				2,42,22,110
18.	June 04, 2021	(2,57,445)	5	Sale - buyback	14,15,94,750	2,39,94,665
19.	November 25, 2021	(4,54,545)	5	Sale	24,31,81,575	2,35,10,120
20.	October 28, 2022	(1,97,756)	5	Sale - buyback	10,87,58,800	2,33,12,364
21.	January 5, 2024	(2,22,499)	5	Sale - buyback	12,23,74,450	2,30,89,865

*The acquisition price/sale price and nature of consideration for these transfers is not mentioned due to non-availability of transfer deeds.

7.2.3. Rituraj Kishore Sinha

Sr. No.	Date of transaction	No. of equity shares	Face Value (₹/Share)	Nature of transaction	Transaction Value (₹)	Cumulative number of Equity Shares
1.	February 16, 1999	380	100	Preferential allotment	36,000	380
2.	October 12, 2000	250	100	Preferential allotment	25,000	610
3.	September 27, 2003	2,868	100	Preferential allotment	2,86,800	3,478
4.	March 26, 2004	450	100	Preferential allotment	45,000	3,928
5.	March 31, 2005	8,770	100	Purchase	-	12,698
6.	July 31, 2005	16,849	100	Purchase	-	29,547
7.	September 30, 2005	Split (from ₹ 100 to ₹ 10)				2,93,470
8.	October 25, 2005	2,93,470	10	Bonus	0	5,86,940
9.	January 10, 2008	(33,913)	10	Sale	77,99,990	5,53,027
10.	December 31, 2011	1,05,400	10	Inter-se transfer amongst promoters	0	6,58,427
11.	December 31, 2013	(6,175)	10	Sale	66,65,995	6,52,252
12.	March 16, 2015	216	10	Purchase	7,00,000	6,52,468
13.	March 18, 2015	125	10	Purchase	4,05,093	6,52,593
14.	April 23, 2015	155	10	Purchase	5,02,200	6,52,748
15.	June 16, 2015	125	10	Purchase	4,05,093	6,52,873
16.	September 09, 2015	285	10	Purchase	9,23,500	6,53,158
17.	December 02, 2015	150	10	Purchase	4,86,000	6,53,308
18.	October 02, 2015	125	10	Purchase	4,05,000	6,53,433
19.	January 29, 2016	75	10	Purchase	2,43,000	6,53,508
20.	September 12, 2016	(125)	10	Sale	10,000	6,53,383
21.	September 21, 2016	65,33,830	10	Bonus	0	71,87,213
22.	September 23, 2016	(2,750)	10	Sale	99,990	71,84,463
23.	September 23, 2016	(1,375)	10	Sale	9,996	71,83,088
24.	September 23, 2016	(6,875)	10	Sale	1,00,031	71,76,213
25.	September 23, 2016	(13,739)	10	Sale	50,00,034	71,62,474
26.	September 23, 2016	(2,750)	10	Sale	99,990	71,59,724
27.	November 25, 2016	(13,739)	10	Sale	1,00,020	71,45,985
28.	November 28, 2016	(3,432)	10	Sale	1,00,008	71,42,553
29.	November 29, 2016	(13,739)	10	Sale	24,99,948	71,28,814
30.	November 29, 2016	(6,875)	10	Sale	1,00,031	71,21,939
31.	November 29, 2016	(6,875)	10	Sale	49,981	71,15,064
32.	November 29, 2016	(6,875)	10	Sale	9,999	71,06,189
33.	November 29, 2016	(3,432)	10	Sale	24,985	71,04,757
34.	November 29, 2016	(2,750)	10	Sale	99,990	71,02,007
35.	December 02, 2016	(3,432)	10	Sale	24,985	70,98,575
36.	December 02, 2016	(1,375)	10	Sale	9,996	70,97,200
37.	December 13, 2016	(3,432)	10	Sale	24,985	70,93,768
38.	December 15, 2016	(6,875)	10	Sale	4,99,950	70,86,893
39.	July 19, 2017	(70,143)	10	Transfer to RKS JV Trust	7,01,430	70,16,750
40.	August 03, 2017	18,55,285	10	Purchase	-	88,72,035
41.	August 10, 2017	(5,24,345)	10	Sale	42,73,41,175	83,47,690
42.	January 16, 2020	Split (from ₹ 10 to ₹ 5)				1,68,95,380
43.	August 28, 2020	(2,75,000)	5	Sale	10,72,50,000	1,64,20,380
44.	June 04, 2021	(1,74,524)	5	Sale - buyback	9,59,88,200	1,62,45,856
45.	November 25, 2021	(4,54,545)	5	Sale	24,31,81,575	1,57,91,311
46.	October 28, 2022	(1,32,829)	5	Sale - buyback	7,30,55,950	1,56,58,482
47.	January 5, 2024	(1,49,449)	5	Sale - buyback	8,21,96,950	1,55,09,033
48.	August 30, 2024	2,45,580	5	Purchase	9,95,90,057	1,57,54,613
49.	November 14, 2024	15,838	5	Purchase	59,21,870	1,57,70,451
50.	November 18, 2024	9,878	5	Purchase	37,24,302	1,57,80,329
51.	November 19, 2024	85,000	5	Purchase	2,48,98,700	1,58,45,329
52.	November 21, 2024	25,090	5	Purchase	95,22,157	1,58,70,419
53.	November 22, 2024	7,558	5	Purchase	29,08,891	1,58,78,077
54.	November 29, 2024	17,641	5	Purchase	66,99,523	1,58,56,716
55.	December 20, 2024	43,000	5	Purchase	1,60,28,100	1,59,38,718
56.	December 24, 2024	1,08,000	5	Purchase	3,98,09,880	1,60,46,718
57.	December 23, 2024	56,815	5	Purchase	2,09,64,735	1,61,03,533

*The acquisition price/sale price and nature of consideration for these transfers is not mentioned due to non-availability of transfer deeds.

7.2.4. Rivoli Sinha

Sr. No.	Date of transaction	No. of equity shares	Face Value (₹/Share)	Nature of transaction	Transaction Value (₹)	Cumulative number of Equity Shares
1.	February 16, 1999	180	100	Preferential allotment	18,000	180
2.	September 27, 2003	500	100	Preferential allotment	50,000	680
3.	March 26, 2004	450	100	Preferential allotment	45,000	1,130
4.	March 31, 2005	1,249	100	Purchase	-	2,379
5.	July 31, 2005	9,570	100	Purchase		

- 9.15 The Company is in compliance with the provisions of Section 92, 123, 127 and 129 of the Companies Act, as applicable;
- 9.16 The Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buyback Regulations and the Companies Act within the specified timelines;
- 9.17 The Company will not buyback Equity Shares which are locked-in or non-transferable until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;
- 9.18 The consideration for the Buyback shall be paid by the Company only in cash;
- 9.19 The Company shall not buyback out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities;
- 9.20 As per Regulation 5(c) and Schedule I(ii) of the SEBI Buyback Regulations, it is confirmed that there is no breach of any covenants of the loans taken with respect to the Buyback of the Equity Shares;
- 9.21 The special resolution approving the Buyback will be valid for a maximum period of one year from the date of passing of the said special resolution (or such extended period as may be permitted under the Act or the SEBI Buyback Regulations or by the appropriate authorities). The exact timetable for the Buyback shall be decided by the Board (or its duly constituted committee) within the above time limits;
- 9.22 The Equity Shares bought back by the Company will be compulsorily cancelled and will not be held for re-issuance;
- 9.23 It is confirmed that there has been no breach of any covenant with such lenders;
- 9.24 The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall be less than or equal to 2:1 of its paid-up capital and free reserves based on the audited standalone or audited consolidated financial statements of the Company as on March 31, 2024, whichever sets a lower amount, as prescribed under the Companies Act and the SEBI Buyback Regulations;
- 9.25 The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- 9.26 The Buyback shall not result in delisting of the Equity Shares from National Stock Exchange of India Limited and BSE Limited;
- 9.27 The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations; and
- 9.28 As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates shall not deal in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of the board resolution, i.e., Tuesday, March 25, 2025 till the closing of the Buyback offer.

10 CONFIRMATIONS FROM THE BOARD OF DIRECTORS OF THE COMPANY

The Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion, that:

- 10.1 Immediately following the date of the Board meeting, and the date on which the result of members resolution passed by way of Postal Ballot ("Postal Ballot Resolution") will be declared, approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- 10.2 As regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buyback as well as for the year immediately following the date of Postal Ballot Resolution, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting as also from the date of Postal Ballot Resolution;
- 10.3 In forming an opinion as aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company was being wound up under the provisions of the Companies Act/Insolvency and Bankruptcy Code, 2016 as amended from time to time, as applicable.

11 REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S STATUTORY AUDITORS

The text of the Report dated Tuesday, March 25, 2025, of S S Kothari Mehta & Co. LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

AUDITOR CERTIFICATE ON PERMISSIBLE CAPITAL PAYMENT
Independent Auditor's Report on the proposed buyback of equity shares pursuant to the requirements of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 as amended.
Date: March 25, 2025

To,
 The Board of Directors
SIS Limited
 Annapurna Bhawan, Telephone Exchange Road
 Kurji, Patna, Bihar - 800 010

- 1. This Report is issued to the Board of directors of SIS Limited (hereinafter referred as "the Company") in connection with their proposed buyback of equity shares.
- 2. The Board of Directors of the Company ("the Board of Directors") has prepared the accompanying Annexure A - Statement of permissible capital payment as at March 31, 2024 ("the Statement") pursuant to the proposed buyback of equity shares approved by the Board of Directors of the Company in their meeting held on March 25, 2025 in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013, as amended and the rules made thereunder, as amended ("the Companies Act") and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("the SEBI Buyback Regulations"). The Statement contains the computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2)(c) of the Companies Act read with Regulation 4(i) of the SEBI Buyback Regulations and based on the latest audited standalone and consolidated financial statements for the year ended March 31, 2024. We have initiated the Statement for identification purposes only.

Responsibility of Board of Directors

- 3. The preparation of the Statement (Annexure-A) in accordance with the requirements of section 68(2)(c) of the Companies Act and ensuring compliance with the SEBI Buyback Regulations, is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
 - 4. The Board of Directors is also responsible to make a full enquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds as to whether the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares i.e., March 25, 2025 (hereinafter referred as "the date of the Board meeting") and will not be rendered insolvent within a period of one year from the date of the Board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.
- Auditor's Responsibility**
- 5. Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance on:
 - 5.1 Whether we have inquired into the state of affairs of the Company;
 - 5.2 Whether the amount of capital payment for the buyback, as stated in the Statement, is within the permissible limit computed in accordance with the provisions of Section 68(2)(c) read with Regulation 4(i) and Regulation 5(b)(b) of the SEBI Buyback Regulations;
 - 5.3 whether the Board of Directors of the Company, in its meeting held on March 25, 2025, has formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting.
 - 6. The audited standalone and consolidated financial statements as of and for the financial year ended March 31, 2024, audited by us, on which we issued an unmodified audit opinion vide our report dated May 01, 2024. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("the ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
 - 7. We conducted our examination of the Statement in accordance with the "Guidance Note on Reports or Certificates for Special Purposes" ("Guidance Note"), issued by ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
 - 8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.
 - 9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters as mentioned in this paragraph below. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the matters mentioned in this paragraph

- 9 below. We have performed the following procedures in relation to the matters mentioned in this paragraph 9 below:
 - 9.1. Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended March 31, 2024 which has been prepared by the Management of the Company and audited by us on which we have issued our audit report dated May 01, 2024.
 - 9.2. Examined authorisation for buyback from the Articles of Association of the Company;
 - 9.3. Agreed the amounts of paid-up equity share capital, securities premium account, general reserve and retained earnings as at March 31, 2024 as disclosed in the accompanying Statement, with the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2024.
 - 9.4. Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited standalone and consolidated financial statements of the Company as on March 31, 2024;
 - 9.5. Examined that all the shares for buy-back are fully paid-up;
 - 9.6. Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback;
 - 9.7. Examined that the amount of capital payment for the buyback as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c) read with Regulation 4(i) of the SEBI Buyback Regulations;
 - 9.8. Inquired if the Board of Directors of the Company, in its meeting held on March 25, 2025 has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting;
 - 9.9. Examined Director's declarations in respect of the buyback and solvency of the Company;
 - 9.10. Obtained necessary representations from the management of the Company.
- Opinion**
- 10. Based on inquiries conducted and our examination as above, and according to the information and explanations provided to us by the management of the Company we report that:
 - 10.1. We have inquired into the state of affairs of the Company in relation to its latest standalone and consolidated audited financial statements for the year ended March 31, 2024.
 - 10.2. The permissible capital payment towards buyback of equity shares, as stated in the Statement, is in our view properly determined in accordance with Section 68(2)(c) of the Companies Act read with Regulation 4(i) of the SEBI Buyback Regulations, based on the audited standalone and consolidated financial statements for the year ended March 31, 2024; and
 - 10.3. The Board of Directors, in their meeting held on March 25, 2025 have formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Board meeting and we are not aware of anything to indicate that the opinion expressed by the directors in the declaration as to any of the matters mentioned in the declaration of insolvency is unreasonable in the circumstances as of the date of declaration.

Restriction on Use

- 11. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and for onward submission to DAM Capital Advisors Limited, (hereinafter referred to as "the Manager to the Buyback") and to include this report, pursuant to the requirements of the SEBI Buyback Regulations, (i) Postal Ballot Notices to be sent to shareholders for Buyback; (ii) public announcement to be made to the shareholders of the Company, (iii) in the letter of offer and other documents pertaining to the Buyback to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the SEBI Buyback Regulations, the Central Depository Services (India) Limited, National Securities Depository Limited, as applicable, and for providing to the Manager to the Buyback.
- 12. This report can be relied on by the Manager to the Buyback and the legal counsel in relation to the Buyback.

Yours faithfully,
 For and on behalf of
S S Kothari Mehta & Co. LLP
 Chartered Accountants
 Firm Registration No: 000756N/N500441

Sd/
Naveen Aggarwal
 Partner
 Membership No.: 094380
 UDIN:25094380BEMKGA8716
 Place: New Delhi
 Date: March 25, 2025

ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2)(c) of the Companies Act, 2013, as amended ("the Companies Act") and Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), based on annual audited standalone and consolidated financial statements as at March 31, 2024.

(Amount in ₹ million)		
Particulars as on 31 March 2024	Consolidated	Standalone
A. Paid-up Equity Share Capital	720.50	720.50
14,41,00,390 equity shares of ₹ 5/- each fully paid up		
B. Free Reserves*		
Securities premium	1,036.41	1,423.74
Retained earnings	20,765.25	7,151.63
General reserve	574.96	577.96
Total Free Reserves	22,376.62	9,153.33
Total of Paid-up Equity Share Capital and Free Reserves (A+B)	23,097.12	9,873.83
Maximum amount permissible for buyback under Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the total paid up equity capital and free reserves)	5,774.28	2,468.46
Amount approved by the Board of Directors in the meeting held on March 25, 2025 approving buyback	1,500.00	
Buyback size as a percentage of total paid-up Equity Share Capital and Free reserves	6.49%	15.19%

*Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation I provided in Section 68 of the Companies Act, 2013, as amended.

Note: The above calculation of the total paid-up equity share capital and free reserves as at March 31, 2024 for buyback of equity shares is based on the amounts appearing in the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2024. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, each as amended from time to time.

For and on behalf of SIS Limited
 Sd/
Brjesh Kumar
 Chief Financial Officer
 Date: March 25, 2025

UNQUOTE

- 12. **PRIOR APPROVAL OBTAINED FROM THE LENDERS OF THE COMPANY IN CASE OF A BREACH OF ANY COVENANT WITH SUCH LENDER(S).**
 The Company has obtained consent from its lenders and it is confirmed that there is no breach of any covenant with such lenders.
- 13. **RECORD DATE AND SHAREHOLDER ENTITLEMENT**
- 13.1 As required under the SEBI Buyback Regulations, the Company has fixed Friday, June 6, 2025, as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buyback.
- 13.2 As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback.
- 13.3 As required under the SEBI Buyback Regulations, the dispatch of the Letter of Offer will be through electronic mode only, within 2 (two) working days from the Record Date and if any Eligible Shareholder requires a physical copy of the Letter of Offer a request to be sent to the Company or the Registrar to the Buyback and the same shall be provided.
- 13.4 The Equity Shares proposed to be bought back by the Company shall be divided into two categories: (a) reserved category for small shareholders (defined below) and (b) the general category for all other Eligible Shareholders.

- 13.5 As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "Small Shareholder" is a shareholder of the Company who holds Equity Shares whose market value, on the basis of the closing price of the Equity Shares on NSE and BSE having the highest trading volume as on the Record Date, is not more than ₹ 2,00,000.00 (Indian Rupees Two Lakhs only). For the purpose of classification of a shareholder as a Small Shareholder, the market value of the shareholding shall be based on the permanent account number ("PAN"), in case of securities held in the demat form are to be clubbed together.
 - 13.6 In accordance with Regulation 6 of the SEBI Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buy back or such number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
 - 13.7 Based on the shareholding on the Record Date, the Company will determine the entitlement of the Small Shareholder, including small shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares that the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered by such Eligible Shareholder. Accordingly, the Company may not purchase all of the Equity Shares tendered by an Eligible Shareholder in the Buyback.
 - 13.8 In accordance with Regulation 8(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the small shareholder category, the Company proposes to club together the Equity Shares held by such Eligible Shareholders with a common PAN for determining the category (Small Shareholder or general) and entitlement to the Buyback. The clubbing of Equity Shares held by the Company will club together the Equity Shares held in cases where the sequence of PANs of the joint shareholders is identical. In case of Eligible Shareholders holding Equity Shares in physical form, where the sequence of PANs is identical, the Company will club together the equity shares held in such cases. Similarly, in case of physical shareholders where the PAN of all joint shareholders are not available, the Company will club together the sequence of PANs of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and the names of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/ trusts, insurance companies etc. with common PAN will not be clubbed together for determining the category and will be considered separately, whereas these Equity Shares are held for different schemes and have a different demat account number. In such cases, the Company will determine the category and transfer agent (the "Registrar") as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, whereas these Equity Shares are assumed to be held on behalf of clients.
 - 13.9 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted. In proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in other category.
 - 13.10 The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate, in part or in full, and receive cash in lieu of Equity shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of other Eligible Shareholders, if any.
 - 13.11 The maximum number of Equity Shares that can be tendered under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
 - 13.12 The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in the SEBI Buyback Regulations. The settlement of tenders under the Buy-back will be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars. If the buyback entitlement for any shareholder is not a round number, i.e. not a multiple of 1 (One) Equity Share then the fractional entitlement shall be ignored for computation of Buyback entitlement to tender Equity Shares in the Buyback. The Small Shareholders whose entitlement would be less than 1 (One) Equity Share may tender additional Equity Shares as part of the Buy-back and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for additional Equity Shares. The settlement of the tenders under the Buyback will be done using the mechanism notified by the SEBI Circulars.
 - 13.13 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant times for participation in the Buyback will be sent to the Eligible Shareholder(s) as on the Record Date. Eligible Shareholders who have registered their email ids with the depositories / the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar at the address mentioned at paragraphs 16 and 17 below.
- 14. PROCESS AND METHODOLOGY FOR BUYBACK**
- 14.1 The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares either in physical and/ or in dematerialized form as on the Record Date.
 - 14.2 The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars ("Stock Exchange Mechanism") and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board (including committee authorized to complete the formalities of the Buyback) on such terms and conditions as may be permitted by law from time to time.
 - 14.3 For implementation of the Buyback, the Company has appointed DAM Capital Advisors Limited as the registered broker to the Company ("Company's Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:
DAM Capital Advisors Limited
 Address: Ailimus 2202, Level 22
 Pandurang Budhkar Marg
 Worli, Mumbai 400018
 Maharashtra, India.
 CIN: L19999MH1993PLC071865
 Tel. No.: +91 22 4202 2500 / +91 22 6545 2500
 Website: www.damcapital.in
 Contact person: Rajesh Tekadiwala
 E-mail: rajesh@damcapital.in
 SEBI Registration no: INZ002007137
 Validity: Permanent
 - 14.4 The Company will request NSE to provide the separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. NSE will be the designated Stock Exchange for the purpose of this Buyback. The details of the Acquisition Window will be specified by the NSE from time to time.
 - 14.5 During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock broker(s) ("Shareholder Broker") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Equity Shares held in dematerialized form and physical form. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.
 - 14.6 In the event the Shareholder Broker(s) of any Eligible Shareholder is not registered with NSE as a trading member/ stock broker, then that Eligible Shareholder can approach any NSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the NSE registered stock broker (after submitting all details as may be required by such NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other registered broker, Eligible Shareholders may approach Company's Broker i.e. DAM Capital Advisors Limited for guidance to place their bids.
 - 14.7 At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed by the Shareholders through their respective stock broker(s) ("Shareholder Broker") during normal trading hours of the secondary market. In the tendering process, the Company Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's Broker.
 - 14.8 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
 - 14.9 The cumulative quantity tendered shall be made available on the website of NSE (www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
 - 14.10 Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court/ any other competent authority for transfer/ sale and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

एलन पटना ने दसवीं और बारहवीं के टॉपर्स को किया सम्मानित शुरू हुआ एनसीसी कैम्प जेडई एडवांस्ड कारिजल्ट आज होगा जारी

पटना (आससे)। एलन पटना को ओर से एक रईम पहल के तहत दसवीं और बारहवीं के टॉपर्स को सम्मानित किया गया। कार्यक्रम में विद्यार्थी विद्यार्थिनी 90 प्रतिशत से अधिक अंक प्राप्त करने वाले छात्रों को सम्मानित किया गया। मुख्य अतिथि एलन के जूनियर हेड व वाइस प्रिंसिपल डॉ. विनय यादव रहे। उन्होंने छात्रों को प्रमाण पत्र और सुनिश्चित देकर सम्मानित किया। एलन की ओर से अतिथियों को भी विशेष रूप से सम्मानित किया गया। साथ ही एलन की 37 वर्षीय को सफलता यात्रा और एलन के अकादमिक सिस्टम को जानने वाली भी गईं। गौरवपूर्ण है कि एलन ने सिर्फ अंकों के आधार को, बल्कि



पीएससीएफ जूनियर हेड विशाल के.जी.एल ने बताया कि छात्रों ने सातवें प्रदर्शन किया है। 91 छात्रों ने 90 प्रतिशत से अधिक अंक प्राप्त किए, जो अतिथियों को भी सम्मानित किया।

(आज शिक्षा प्रतिनिधि) पटना (आसिप)। फर्स्ट विहार नेल्यू यूनिट एनसीसी द्वारा रोजेंडरन, स्थित एनसीसी युव मुख्यालय में सैटोटीसी-कोच के का शुभारंभ उद्घाटन किया गया। कार्यक्रम में कमांडेंट कमांडर सनी कुमार गुप्ता द्वारा विद्यार्थी प्रतिनिधियों के उपस्थित विचार वक्तव्य से के का उद्घाटन किया गया। यह प्रशिक्षण शिविर दिनांक- 10 जून तक चलेगा। इसमें पटना एवं अन्य जिलों के विद्यार्थी विद्यार्थिनी - महाविद्यालयों से आये 500 से अधिक एनसीसी, एसबीसी एवं जेडई/जेडईयू के सदस्य शामिल होंगे। कमांडर सनी कुमार गुप्ता ने उद्घाटन के दौरान कहा कि एनसीसी का उद्देश्य है कि छात्रों को आधुनिक, नेतृत्व क्षमता और टीम भावना का प्रशिक्षण देना। इसमें केडेटों को परेड गउन-समन्य, हथियार प्रशिक्षण, आग से बचाव की कला, नेतृत्व, बॉय पुलिंग, रिप मॉडलिंग, नेतृत्व और रिजल्टेशन तक का प्रशिक्षण दिया जाएगा, ताकि ये केडेटस नियमित भातौर पर सेना में अपनी सेवा देने के लिए तैयार हो सकें। शिविर का उद्देश्य छात्र-छात्राओं में देशभक्ति का भावना, राष्ट्र के प्रति निष्ठा, सामंजस्य, जीवन में आशात्मकता महत्व के बारे में सम्पूर्ण जानकारी देना और केडेट्स को आत्मनिर्भर बनाने के लिए प्रेरित करना है। उद्घाटन समारोह में उप के कमांडेंट लेफ्टिनेंट कर्नल अमित कुमार, लेफ्टिनेंट कमांडर प्रीत कुमार, विहार नेतृत्व ग्रुप के एनसीओ, पीआई, जीसीआई एवं सभी सचिव/निर्वाहक मौजूद थे।

पटना (आससे)। देश को सबसे कठिनतम एवं प्रतिष्ठित इंजीनियरिंग प्रवेश परीक्षा जेडई-एडवांस्ड कारिजल्ट का परिणाम दो जून, सोमवार को सुबह 10 बजे जारी किया जाएगा। परीक्षा आयोजक संस्था आइआरटी काफ़र की ओर से जारी किए गए रिपोर्ट में एनसीसी और प्रोविजनल ऑफिसर-की के मिलान के आधार पर कटऑफ में गिरावट आ सकती है। उल्लेखनीय है कि आइआरटी काफ़र द्वारा 18 अंकों को दो परीक्षाओं में देश के 222 और कांटामांडु व दूध के साथ एनसीसी 224 शहरों में यह परीक्षा आयोजित की गयी थी। परिणाम के साथ-साथ फाइनल ऑफिसर की भी जारी की जायेगी। इस वर्ष 1 लाख 90 हजार स्टूडेंट्स ने जेडई-एडवांस्ड परीक्षा के लिए रजिस्ट्रेशन करवाया था। इस वर्ष जेडई-एडवांस्ड परीक्षा कुल 360 अंकों को हुई, जिसमें परेड-1 एवं परेड-2 दोनों ही 180-180 अंकों के थे। कटऑफ में बदलाव संभव एलन के रियर इंस्टीट्यूट के करियर काउंसिलिंग एक्सपर्ट अमित आहूजा के अनुसार परिणामों में स्टूडेंट्स को आल इंडिया रैंक के साथ-साथ केटिंगरी रैंक भी जारी होगी। परिणामों में काउंसिलिंग के लिए कालीफाउंड स्टूडेंट्स ही 23 आइआरटी की 17470 (गत वर्ष तक) सीटों पर प्रवेश ले सकेंगे, यू तो जेडई-एडवांस्ड इनकोमेशन यूनिट के अक्सर मेरिट लिस्ट में शामिल होने के लिए स्टूडेंट्स को विद्यार्थी एवं शासन दोनों कटऑफ पार करने की आवश्यकता है, जो कि सामान्य श्रेणी के लिए विद्यार्थी 10 प्रतिशत व शासन 35 प्रतिशत तथा ओबीसी एवं इंडियन एंड ऑफिशियल 31.5 प्रतिशत है। वहीं एससी एवं एडवांस्ड के लिए विद्यार्थी 5 प्रतिशत एवं शासन 17.5 प्रतिशत है परन्तु गत वर्षों में भी परेड के डिफिकल्टी को देखते हुए पूर्व में जारी कटऑफ को कम किया गया था। गत वर्ष कटऑफ सामान्य श्रेणी के लिए विद्यार्थी 8.68 प्रतिशत व शासन 30.34 प्रतिशत था ओबीसी एवं इंडियन एंड ऑफिशियल के लिए विद्यार्थी 7.8 प्रतिशत एवं शासन 27.30 प्रतिशत रही। वहीं एससी व एडवांस्ड के लिए विद्यार्थी 4.34 प्रतिशत एवं शासन 15.17 प्रतिशत थी।

- 14.11 The reporting requirements for Non-Resident Shareholders under the Foreign Exchange Management Act, 1999, as amended, RBI and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.
14.12 The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
14.13 Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:
14.13.1 Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialized form under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.
14.13.2 The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Designated Stock Exchange. For further details, Eligible Shareholders may refer to the circulars issued by the NSE and the NSE Clearing Limited (the "Clearing Corporation").
14.13.3 The details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the NSE and/or the Clearing Corporation.
14.13.4 A lien shall be marked by the Shareholder Broker in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporation.
14.13.5 In case, the Shareholders demat account is held with one depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer ("IDT") instructions shall be initiated by the shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e. transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.
14.13.6 For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned selling member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
14.13.7 Upon placing the bid, the Shareholder Broker(s) shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of the order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
14.13.8 It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory. In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be deemed to have been accepted. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.
14.13.9 The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejected or due to pro-rated Buyback decided by Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity share, if any, tendered by the eligible shareholders will be returned to them by the respective Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue, then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the respective depository system. On the receipt of the securities, in case of Custodian Participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.
14.13.10 Eligible shareholders who have tendered their demat shares in the buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not be limited to): (i) duly attested power of attorney, if any person other than the eligible shareholder has signed the tender form; (ii) duly attested debt certificate and succession certificate/legal heirship certificate, in case any eligible shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).
14.14 Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form:
In accordance with SEBI's circular dated July 31, 2020 (circular no. SEBI/HO/CFD/CMD/IR/P/2020/144), shareholders holding Equity Shares in physical form are allowed to tender equity shares in a buyback undertaken through the tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations. The procedure is as follows:
14.14.1 Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (a) Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (b) original share certificate(s), (c) valid share transfer form(s) Form SH-4 duly filled and signed by the transferees (i.e. by all registered Shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of PAN card(s) of all Eligible Shareholders, (e) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signatures), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.

- 14.14.2 Based on aforesaid documents the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form with a view to tender Equity Shares in the Buyback, using the Acquisition Window of NSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered etc.
14.14.3 Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placement of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback at the address mentioned at paragraph 16 below on or before the Buyback closing date. The envelope should be subscribed as "SIS Limited - Buyback 2025". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker.
14.14.4 The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, the NSE shall display such bids as "unconfirmed bids". Once Registrar to the Buyback confirms the bids, they will be treated as "confirmed bids" and displayed on the Stock Exchange website.
14.14.5 In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
14.14.6 An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.
15 METHOD OF SETTLEMENT
15.1 Upon finalization of the basis of acceptance as per the SEBI Buyback Regulations:
15.1.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
15.1.2 The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/bank, due to any reason, then such funds will be transferred to the concerned Shareholder Broker's settlement bank account for onward transfer to such Eligible Shareholders.
15.1.3 For the Eligible Shareholders holding Equity Shares in physical form, the funds payout would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
15.1.4 In case of certain shareholders viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds payout) who do not opt to settle through custodians, the funds payout would be given to their respective stock broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by NSE and the Clearing Corporation from time to time.
15.1.5 The Eligible Shareholders of the Demat Shares will have to ensure that they keep the DP account active and unblocked.
15.1.6 Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same on the settlement date, Clearing Corporation will cancel lien on the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the escrow account of the Company (the "Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company Broker to the Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the NSE. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the shareholder.
15.1.7 In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid acceptance detail as received from the Company or the Registrar to the Buyback. Post release of the IDT message from target depository, source depository will cancel/release excess or unaccepted blocked shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite detail viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
15.1.8 In relation to the Equity Shares in physical form:
- If the Equity Shares in physical form tendered by Eligible Shareholders are not accepted, the share certificate would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding Equity Shares in physical form to dematerialize their such Equity Shares.
- If however, only a portion of the Equity Shares in physical form held by an Eligible Shareholder is accepted in the Buyback, then the Company is authorised to split the share certificate and issue a letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the RTA. The RTA shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation Issued" on the face/reverse of the certificate to the extent of the excess Equity Shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder will be required to make a request to their depository participant for dematerializing the Equity Shares in physical form. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RTA shall credit the Equity Shares to a separate demat account of the Company opened for the said purpose.
15.1.9 Any excess or unaccepted physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by the Equity Shareholders holding Equity Shares in the physical form.
15.1.10 The Equity Shares bought back in dematerialized form would be transferred directly to the escrow account of the Company opened for the Buyback ("Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.

- 15.1.11 Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker(s) for details of any cost, applicable taxes, charges and expenses (including brokerage) etc. that may be levied by the Shareholder Broker(s) upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
15.1.12 The Shareholder Broker(s) would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
15.1.13 The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Buyback are completed.
15.2 The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.
16 COMPLIANCE OFFICER
16.1 The Company has designated the following as the Compliance Officer for the Buyback:
Name: Pushpalatha Katturi
Designation: Company Secretary and Compliance Officer
Membership No: A21695
CIN: L75230BR1985PLC002083
Address: 106, Ramanashree Arcade, 18 M G Road Bangalore - 560 001, Karnataka, India
Tel no.: +91 80 2559 0801
Email: shareholders@sisindia.com
Website: www.sisindia.com
16.2 In case of any clarifications or to address investor grievance, the shareholders may contact the Compliance Officer, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays, at the above-mentioned address.
17 INVESTOR SERVICE CENTER AND REGISTRAR TO THE BUYBACK
17.1 The Company has appointed the following as the Registrar to the Buyback:

MUFG Intime
MUFG Intime India Private Limited (FORMERLY LINK INTIME INDIA PRIVATE LIMITED)
Address: C-101, 247 Park, 1st Floor, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India
Tel No.: +91 8108114649
Contact Person: Ms. Shanti Gopalkrishnan
Email: linkcs@linkintime.co.in
Investor Grievance ID: sicorporate.buyback2025@in.mnps.mufg.com
Website: www.in.mnps.mufg.com
SEBI Registration No.: INR000004058
Validity Period: Permanent
CIN: U67190MH1999PTC118368
17.2 In case of any query, the shareholders may also contact the Registrar to the Buyback, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays at the above-mentioned address.
18 MANAGER TO THE BUYBACK
The Company has appointed the following as Manager to the Buyback:
DAM CAPITAL
DAM Capital Advisors Limited
Address: Altimus 2202, Level 22, Pandurang Budhkar Marg, Worli, Mumbai 400018, Maharashtra, India.
Website: www.damcapital.in
CIN: L99999MH1993PLC071865
Tel. No.: +91 22 4202 2500 / +91 22 6545 2500
Contact person: Chandresh Sharma/Puneet Agnihotri
Email: sis.buyback2025@damcapital.in
SEBI Registration no: MB/IN0000011336
Validity: Permanent
19 DIRECTORS' RESPONSIBILITY STATEMENT
In terms of Regulation 24(j)(a) of the SEBI Buyback Regulations, the Board accepts full and final responsibility for all the information contained in this Public Announcement and confirms that this Public Announcement contains true, factual and material information and does not contain any misleading information.
For and on behalf of the Board of Directors of SIS LIMITED
Sd/-
Name: RITUKAR KISHORE SINHA
Designation: Managing Director
DIN: 00472256
Date: May 30, 2025
Place: Delhi
Sd/-
Name: ARVIND KUMAR PRASAD
Designation: Whole-Time Director
DIN: 02865273
Date: May 30, 2025
Place: Delhi
Sd/-
Name: PUSHPALATHA KATKURI
Designation: Company Secretary and Compliance Officer
Membership No.: A21695
Date: May 30, 2025
Place: Bangalore