

Date: December 11, 2021

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

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001

Company Symbol: SIS

Company Code: 540673

Dear Sir/Madam,

Sub: Results of the Postal Ballot Process pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We wish to inform you that the Company has sought approval of the members by way of Postal Ballot through remote e-voting process for the following items of business as per the postal ballot notice dated October 27, 2021:

1. Payment of commission to Non-promoter Non-Executive Directors and Independent Directors of the Company; and
2. Appointment of Mr. Rajan Verma (DIN: 09243467) as an Independent Director of the Company.

The process of the Postal Ballot through remote e-voting has been completed on December 10, 2021 (17:00 hrs. IST). Based on the report of the Scrutinizer dated December 10, 2021, the resolutions in the postal ballot notice have been deemed to be approved and passed with requisite majority on December 10, 2021 which is the last date of remote e-voting.

In this regard, we have enclosed the following documents for your information and records:

1. Voting results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
2. Report of the Scrutinizer on e-voting dated December 10, 2021.

The voting results along with the scrutinizer's report are available on the Company's website at www.sisindia.com.

Request you to take the same on record.

Thanking you.

Yours Faithfully,

For SIS Limited



**Pushpalatha K
Company Secretary**



SIS Limited

(Formerly Security and Intelligence Services (India) Limited)

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

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

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

CIN: L75230BR1985PLC002083

Date of declaration of the results of Postal Ballot and e-voting:	11-Dec-21
Total number of shareholders on record date (November 5, 2021)	42749
No. of shareholders present in the meeting either in person or through proxy:	Not applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	Not applicable
Promoters and Promoter Group:	
Public:	

Resolution No.	01							
Resolution required: (Ordinary/ Special)	Ordinary Payment of commission to Non-promoter Non-Executive Directors and Independent Directors of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	10,69,32,150	10,68,66,298	99.9384	10,68,66,298	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	0	-	-
	Total	10,69,32,150	10,68,66,298	99.9384	10,68,66,298	0	100.0000	0.0000
Public- Institutions	E-Voting	2,55,19,135	1,17,91,928	46.2082	71,36,829	46,55,099	60.5230	39.4770
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2,55,19,135	1,17,91,928	46.2082	71,36,829	46,55,099	60.5230	39.4770
Public- Non Institutions	E-Voting	1,44,05,362	2,61,845	1.8177	2,57,991	3,854	98.5281	1.4719
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1,44,05,362	2,61,845	1.8177	2,57,991	3,854	98.5281	1.4719
Total		14,68,56,647	11,89,20,071	80.9770	11,42,61,118	46,58,953	96.0823	3.9177




Date of declaration of the results of Postal Ballot and e-voting:	11-Dec-21
Total number of shareholders on record date (November 5, 2021)	42749
No. of shareholders present in the meeting either in person or through proxy:	Not applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	Not applicable
Promoters and Promoter Group:	
Public:	

Resolution No.	02							
Resolution required: (Ordinary/ Special)	Special Appointment of Mr. Rajan Verma (DIN: 09243467) as an Independent Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	10,69,32,150	10,68,66,298	99.9384	10,68,66,298	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	0	-	-
	Total	10,69,32,150	10,68,66,298	99.9384	10,68,66,298	0	100.0000	0.0000
Public- Institutions	E-Voting	2,55,19,135	1,43,78,623	56.3445	1,43,78,623	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2,55,19,135	1,43,78,623	56.3445	1,43,78,623	0	100.0000	0.0000
Public- Non Institutions	E-Voting	1,44,05,362	2,61,845	1.8177	2,61,241	604	99.7693	0.2307
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1,44,05,362	2,61,845	1.8177	2,61,241	604	99.7693	0.2307
Total		14,68,56,647	12,15,06,766	82.7383	12,15,06,162	604	99.9995	0.0005






Sudhir V Hulyalkar
Company Secretary

REPORT OF SCRUTINIZER

To:

The Chairman

SIS LIMITED

(CIN- L75230BR1985PLC002083)

Regd. Office- Annapoorna Bhawan,

Telephone Exchange Road, Kurji, Patna- 800 010

I, Sudhir V Hulyalkar, Company Secretary in Practice, having my office at 16/8, Ground Floor, 2nd Cross, Gupta Layout, South End Road, Basavangudi, Bangalore – 560004 have been appointed as the Scrutinizer by the Board of directors of SIS Limited at its meeting held on October 27, 2021 for the purpose of scrutinising the postal ballot process and to submit my report in respect of the following resolutions:

Resolution 1: Payment of commission to Non-promoter Non-Executive Directors and Independent Directors of the Company (Ordinary Resolution):

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



Sudhir Vishnupant Hulyalkar
Company Secretaries

16/8, Ground Floor, 2nd Cross, Gupta Layout, South End Road, Basavanagudi, Bangalore - 560 004
Phone: 080 26640932; 080-41123587 Mobile : 9844266159 Email : cssudhirvh@gmail.com

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

Resolution 2: Appointment of Mr. Rajan Verma (DIN: 09243467) as an Independent Director of the Company (Special Resolution):

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder read with Schedule IV to the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Rajan Verma (DIN: 09243467), who was appointed as an Additional Director in the capacity of Independent Director of the Company effective July 28, 2021 in terms of Section 161 of the Act, and in respect of whom a notice has been received in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a term of two years effective July 28, 2021, not subject to retirement by rotation, upon such remuneration as may be determined by the Board of Directors from time to time within the limits approved by the members.

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

As required by Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, I submit my report as under:

1. I declare and confirm that I am not in the employment of the Company and the Board is of the opinion that I can conduct the postal ballot process in a fair and transparent manner.
2. I have given my consent to act as the scrutinizer for the postal ballot under reference.



3. The notice and procedure for voting on resolution was sent through electronic mode to those members whose email address was registered either with the Company or Depositories in accordance with Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020 and the General Circular No. 10/2021 dated June 23, 2021 in relation to “clarification on passing of ordinary and special resolutions by companies under the Act and the rules made thereunder and more particularly on passing of certain items only through postal ballot” issued by the Ministry of Corporate Affairs (“MCA Circulars”).
4. The notice was also made available on the Company’s website www.sisindia.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Central Depository Services (India) Limited (“CDSL”) www.evotingindia.com.
5. Members whose names appeared in the Register of Members/Register of Beneficial Owners as on Friday, November 5, 2021 (cutoff date) were entitled to cast their vote through postal ballot by electronic means (remote e-voting) only.
6. In terms of above-mentioned MCA Circulars, the shareholders were provided the facility to cast their vote for this postal ballot only by electronic means (e-voting) through CDSL e-voting platform at <https://www.evotingindia.com>.
7. The Voting commenced on Thursday, November 11, 2021 (9.00 hours IST) and ended on Friday, December 10, 2021 (17.00 hours IST)
8. Total 118 shareholders have voted through e-voting. The summary of the votes cast through postal ballot process (E voting) is as under:

		For	Against	Not Voted	Invalid*	TOTAL
Resolution 1	Votes	114261118	4658953	2586695	7308629	128815395



	No. of shareholders(Count)	79	33	1	5	118
Resolution 2	Votes	121506162	604	0	7308629	128815395
	No. of shareholders(Count)	107	6	0	5	118

** These votes are considered as invalid for the reason that the respective shareholders being body corporates or institutional investors have not uploaded or provided the authorizations in board resolution or power of attorney as required and also as mentioned in the Notice of postal ballot.*

9. I have scrutinized the votes casted through postal ballot by e-voting and I have maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014. The votes which are valid and voted either 'For' or 'Against' are considered for the summary of results. Based upon the same, I submit the summary for result of Postal Ballot as under:

RESOLUTION No. 1:

Payment of commission to Non-promoter Non-Executive Directors and Independent Directors of the Company (Ordinary Resolution):

i) Voted in favor of the resolution:

Number of members voted through postal ballot(electronic voting system)	Number of Votes cast (Shares)	% of total number of valid votes cast
79	11,42,61,118	96.08%

ii) Voted against the resolution:

Number of members voted through postal ballot (electronic voting system)	Number of Votes cast (Shares)	% of total number of valid votes cast
33	46,58,953	3.92%



RESOLUTION No. 2:

**Appointment of Mr. Rajan Verma (DIN: 09243467) as an Independent Director of the Company
(Special Resolution):**

i) Voted in favor of the resolution:

Number of members voted through postal ballot (electronic voting system)	Number of Votes cast(Shares)	% of total number of valid votes cast
107	12,15,06,162	100%

ii) Voted against the resolution:

Number of members voted through postal ballot (electronic voting system)	Number of Votes cast(Shares)	% of total number of valid votes cast
6	604	0%

12. The register and other documents relating to voting by electronic means shall remain in the safe custody until the Chairman considers, approves and signs the Minutes and thereafter the same shall be handed over to the Company Secretary for safe keeping.

13. You may accordingly declare the result of the Voting by Postal Ballot.

Place: Bengaluru

Date: 10/12/2021

Thanking You



SUDHIR VISHNUPANT HULYALKAR

Company Secretary in Practice

SCRUTINIZER FOR POSTAL BALLOT

FCS No: 6040 CP No: 6137

UDIN: F006040C001727111