August 13, 2026

To,

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

Dear Sir,

Sub: Undertaking

I, Pushpalatha Katkuri, Company Secretary and Compliance Officer of SIS Limited ("the Company") hereby certify and undertake that with reference to the buyback of equity shares of the Company using "Open Market" purchase through Stock Exchanges, hereby certify that:

1. The Company is in compliance with applicable provisions of SEBI (Buy Back of Securities) Regulations, 2018 and circulars issued thereunder including CHAPTER IV of SEBI (Buy Back of Securities) Regulations, 2018 for Buy-Back from the Open Market, the Companies Act, 2013 and rules issued thereunder and all applicable statutory provisions and will comply with the same at all times during the buy-back process.
2. Any order/ directive from SEBI/ any other regulatory authority relating to the buyback offer of the Company will be filed with the Exchange immediately.
3. The Company will be in compliance with the provisions of Regulation 38 of SEBI (Listing Obligations and Disclosure requirements), 2015 for Minimum Public Shareholding, before proceeding with the buyback and maintain compliance with the said provisions at all times during the continuance of buyback.
4. The Company is in compliance with Regulation 17(iii) of SEBI (Buy Back of Securities) Regulations, 2018.
5. The Company is in compliance with Regulation 20 of SEBI (Buy Back of Securities) Regulations, 2018.
6. The shares of the Company are frequently traded shares in terms of Regulation 16 of SEBI (Buy Back of Securities) Regulations, 2018.
7. The Company shall, within one working day from the date of public announcement, send an intimation through electronic mode regarding the open market buy-back offer to those persons who were its shareholders as on the date of making the public announcement.
8. Inform the shares bought on the Exchange, on a daily basis, in the specified format.
9. Inform the Exchange about the extinguishment of shares bought back, as per the requirements of Buy-Back Regulations.
10. Shall upload the information regarding the shares or other specified securities bought-back on its website on a daily basis.
11. Ensure that the promoter or the persons in control of the Company will not deal in the shares or other specifies securities of the Company in the stock exchange or off-market, including inter-se transfer of shares among the promoters during the period from the date of passing the

resolution by the shareholders of the Company /Board of Directors of the Company till the closing of the offer.

12. No public announcement of buy-back was made during the pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act.
13. Attached is the certified true copy of the Board Resolution passed for Buyback.

Sincerely,
For **SIS Limited**

PUSHPA LATHA KATKURI

Digitally signed by PUSHPA LATHA KATKURI
Date: 2026.08.13 13:48:30 +05'30'

Pushpalatha Katkuri
Company Secretary

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

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT A MEETING OF THE BOARD OF DIRECTORS ("BOARD") OF SIS LIMITED ("COMPANY") HELD ON WEDNESDAY, AUGUST 5, 2026, AT A-28 & 29, OKHLA INDUSTRIAL AREA, PHASE – I, NEW DELHI – 110 020

Sub: **Approval of the proposal for buyback of the equity shares of the Company, including matters related/incidental thereto ("Buyback")**

a) Approval of Buyback

"**RESOLVED THAT** pursuant to the provisions of Article 28 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and all other applicable provisions of the Companies Act, 2013 ("**Companies Act**") and applicable rules made thereunder and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("**Buyback Regulations**") (including any statutory amendment(s), modification(s) or re-enactments thereof from time to time) and subject to such other approvals, permissions, consents, exemptions and sanctions as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, exemptions, and sanctions, which may be agreed to by the Board of Directors of the Company (the "**Board**" which expression shall be deemed to include any committee constituted by the Board and/or officials, which the Board may constitute/authorise to exercise its powers, including the powers conferred by this resolution), approval of the Board of Directors be and is hereby accorded for the buyback of fully paid up equity shares of the Company having a face value of ₹5/- each ("**Equity Share(s)**") by the Company from the shareholders/beneficial owners of the Company (other than those who are promoters, members of the Promoter Group or persons in control), at a price not exceeding ₹478.50 (Indian Rupees Four Hundred Seventy-Eight and Fifty Paise only) per Equity Share ("**Maximum Buyback Price**") payable in cash from the open market through stock exchanges (i.e. through the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**"), (together "**Stock Exchanges**") out of free reserves or such other sources as permitted by law, for an amount not exceeding ₹106.00 Crores (Indian Rupees One Hundred and Six Crores only) ("**Maximum Buyback Size**") excluding any expenses incurred or to be incurred for the Buyback, viz. brokerage, advisor's fees, intermediaries' fees, public announcement publication fees, filing fees, turnover charges, applicable taxes such as tax on distributed income on buyback, securities transaction tax, goods and services tax, income tax, stamp duty and other incidental and related expenses, etc. ("**Transaction Costs**") representing 9.99% and 4.60% of the total paid-up equity share capital and free reserves (including securities premium account) as per the audited standalone financial statements and audited consolidated financial statements for the financial year ended March 31, 2026 (being the latest audited financial statements of the Company), which is within the maximum amount allowed under the Companies Act and the Buyback Regulations, (hereinafter referred to as "**Buyback**").

RESOLVED FURTHER THAT at the Maximum Buyback Price i.e., ₹478.50 (Indian Rupees Four Hundred Seventy-Eight and Fifty Paise only) per Equity Share and for the Maximum Buyback Size i.e ₹106.00 Crores (Indian Rupees One Hundred and Six Crores only), the indicative maximum number of Equity Shares proposed to be bought back are 22,15,256 (Twenty-Two Lakh Fifteen Thousand Two Hundred Fifty-Six only) Equity Shares ("**Maximum Buyback Shares**"). and if the Equity Shares bought back shall be at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back may exceed the indicative Maximum Buyback Shares (assuming full deployment of the Maximum Buyback Size), but shall always be subject to the Maximum Buyback Size.

RESOLVED FURTHER THAT unless otherwise permitted under applicable law, the Company shall utilize at least 75% of the Maximum Buyback Size ("**Minimum Buyback Size**") towards the Buyback and the Company will accordingly purchase an indicative minimum of 16,61,442 (Sixteen Lakh Sixty-One Thousand Four Hundred and Forty-Two only) Equity Shares based on the Minimum Buyback Size and the Maximum Buyback Price ("**Minimum Buyback Shares**").

RESOLVED FURTHER THAT such Buyback be met out of the balances in free reserves, current surplus and / or cash and cash equivalents and / or internal accruals and / or liquid resources and / or such other permissible sources of funds of the Company, as permitted under the Companies Act and the Buyback Regulations and the Buyback shall be implemented from the open market through the stock exchange mechanism in such manner as may be prescribed under the Companies Act and the Buyback Regulations and on such terms and conditions as the Board or the Buyback Committee (defined below) may deem fit.

RESOLVED FURTHER THAT the Buyback would be subject to compliance with the minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**").

RESOLVED FURTHER THAT a Buyback Committee comprising of the following members:

S. No.	Name	Designation
1	Mr. Rituraj Kishore Sinha, Managing Director	Member
2	Mr. Arvind Kumar Prasad, Whole-Time Director	Member
3	Mr. Uday Singh, Independent Director	Member

be and is hereby, constituted and the powers of the Board in respect of the Buyback be delegated to the Committee ("**Buyback Committee**") and each member of the Buyback Committee, be and are hereby severally authorised to do all such acts, deeds and things, as may be necessary, expedient or proper in connection with the implementation of the Buyback, including but not limited to the following:

(a) finalizing the terms of the Buyback, including the aggregate amount to be utilized for the Buyback (subject to the Maximum Buyback Size), the price (subject to the Maximum Buyback Price) and the number of Equity Shares to be bought back within the statutory limits, schedule of activities, opening and closing date of the Buyback, time frame for completion of the Buyback, and making any amendment(s) and modification(s) to such terms as may be prescribed by the Appropriate Authorities;

(b) opening, operating and closing all necessary accounts including bank accounts, depository accounts, escrow accounts, fixed deposit accounts, if any, as per applicable law for the purpose of the Buyback and authorizing persons to operate the said accounts;
(c) entering into escrow arrangements as may be required under the Buyback Regulations;
(d) arranging for bank guarantees and/ or transfer of cash to the escrow account as may be necessary for the Buyback in accordance with applicable law;
(e) preparing, executing, approving and filing various documents as may be necessary or desirable in connection with or incidental to the Buyback including the public announcement, certificates regarding extinguishment of Equity Shares and post-completion advertisement, which are required to be filed in connection with the Buyback on behalf of the Board;
(f) signing, executing and delivering such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RoC, Stock Exchanges, depositories and/or other Appropriate Authorities;
(g) appointment of legal advisor, depository participants and other intermediaries. agencies, advisors, independent chartered accountant, practicing company secretary, advertising agencies, consultants or representatives and to decide and settle the remuneration for all such intermediaries/ agencies/ persons, statutory auditor's certification fees, payment to Registrars including payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
(h) making all necessary applications, providing all necessary information and documents to, and representing the Company before third parties, including, statutory auditors, in relation to the Buyback;
(i) creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;
(j) taking all actions for obtaining all necessary certificates, consents and reports from statutory auditors and other third parties (including lenders) as required under applicable law or contractually;
(k) proposing and accepting any change(s) or modification(s) in the Buyback mechanism and the documents connected with the Buyback including a reduction in the Buyback offer period, as may be deemed fit and necessary in compliance with applicable law;
(l) taking all actions for the extinguishment of Equity Shares bought back by the Company pursuant to the Buyback;
(m) settling and resolving any queries or difficulties raised by SEBI, Stock Exchanges, RoC and any other authorities whatsoever in connection to any matter incidental to and ancillary to the Buyback;
(n) taking any other action as may be necessary which are incidental and connected with the completion of the Buyback; and
(o) delegating all or any of the authorities conferred above to any executive, officer and/or representative of the Company, in order to give effect to the Buyback.

RESOLVED FURTHER THAT Ms. Pushpalatha Katkuri, Company Secretary and Compliance Officer, shall act as secretary to the Buyback Committee.

RESOLVED FURTHER THAT the quorum for a meeting of the Buyback Committee for implementing the Buyback shall be presence of any two members and the Buyback Committee may regulate its own proceedings and meet as often as required, to discharge functions.

RESOLVED FURTHER THAT the Buyback Committee shall have power and authority to delegate all or any of the authorities conferred upon it to any officer(s) and/or representatives of the Company, in order to give effect to the aforesaid resolutions and to revoke and substitute such delegation/sub-delegation of authority from time to time.

RESOLVED FURTHER THAT as required under the provisions of section 68(6) of the Companies Act, the draft declaration of solvency along with an affidavit as placed before the Board be and is hereby approved for filing with the ROC and SEBI and that Mr. Rituraj Kishore Sinha, Managing Director, and Mr. Arvind Kumar Prasad, Whole-Time Director, be and are hereby, severally authorized to sign the same on behalf of the Board.

RESOLVED FURTHER THAT the Board hereby confirms that the Board has made a full enquiry into the affairs and prospects of the Company and that based on such full inquiry conducted into the affairs and prospects of the Company, the Board has formed an opinion that:

i. Immediately following the date of this Board meeting, there will be no grounds on which the Company can be found unable to pay its debts;
ii. As regards the Company's prospects for the year immediately following the date of this Board meeting approving the Buyback, and having regard to Board's intentions with respect to the management of the 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 this Board Meeting; and
iii. In forming the opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company is being wound up under the provisions of the Companies Act and the Insolvency and Bankruptcy Code, 2016.

RESOLVED FURTHER THAT Elara Capital (India) Private Limited (hereinafter referred to as "Manager"), be and is hereby appointed as the manager to the proposed Buyback to inter-alia carry out activities as manager under the Buyback Regulations, on such terms and conditions as mutually decided.

RESOLVED FURTHER THAT the Company shall, before making the public announcement, create an escrow account, either in form of bank guarantee or cash including bank deposit or deposit of frequently traded and freely transferable equity shares or other freely transferable securities with appropriate margin with the merchant banker or government securities or units of mutual funds invested in gilt funds and overnight schemes or a combination thereof, towards security performance of its obligations as may be prescribed under the Act and the Buyback Regulations and, on such terms and conditions as the Board or the Buyback Committee thereof may deem fit.

RESOLVED FURTHER THAT Elara Securities (India) Private Limited, be and is hereby appointed as the registered broker to the Company ("**Broker**") to execute the trades for the Buyback on the floors of BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") and the Company shall use a trading account in the name of "**SIS Limited**" with the Broker in relation to the proposed Buyback.

RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the Buyback Regulations, MUFG Intime India Private Limited, be and is hereby appointed as the investor service centre for the purpose of the proposed Buyback.

RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the Buyback Regulations, Ms. Pushpalatha Katkuri, be and is hereby appointed as the Compliance Officer for the Buyback.

RESOLVED FURTHER THAT the Buyback shall close as the Board or the Buyback Committee may deem fit, but which shall not be longer than sixty-six working days from the date of opening of the Buyback or such other period as may be permitted under the Companies Act and/or Buyback Regulations or as may be directed by the Appropriate Authorities.

RESOLVED FURTHER THAT after the Company has deployed an amount equivalent to the Minimum Buyback Size (even if the Maximum Buyback Size has not been reached or the Maximum Buyback Shares have not been bought back), the Board or the Buyback Committee, in its absolute discretion, may close the Buyback by giving appropriate notice for such closure and on completing all formalities in this regard, in accordance with the Companies Act and/or Buyback Regulations.

RESOLVED FURTHER THAT the Company has complied and shall continue to comply with Section 70 of the Companies Act, wherein:

(a) It shall not directly or indirectly purchase its own Equity Shares or other specified securities;
   i. Through any subsidiary company including its own subsidiary companies; and
   ii. Through any investment company or group of investment companies;
(b) There are no defaults (either in past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company as the case may be; and
(c) The Company is in compliance with the provisions of Section 92, 123, 127 and 129 of the Companies Act.

RESOLVED FURTHER THAT confirmation is hereby made by the Board that:

(a) All the Equity Shares for Buyback are fully paid-up;

(b) The Company shall not issue any Equity Shares or other securities including by way of bonus issue from the date of this resolution till the expiry of the Buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made in accordance with the Companies Act, 2013 and the Buyback Regulations, except in discharge of subsisting obligations through conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;

(c) The Company as per provisions of Section 68(8) of the Companies Act, 2013 shall not make any further issue of the same kind of Equity Shares or other securities within a period of six months after the completion of Buyback except by way of a bonus issue or in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;

(d) Unless otherwise as may be specifically permitted under any relaxation circular issued by SEBI, as per Regulation 24(1)(f) of the Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the Buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made except in discharge of subsisting obligations;

(e) The Company shall not Buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

(f) The Maximum Buyback Size of ₹106.00 Crores (Indian Rupees One Hundred and Six Crores only) does not exceed 10% of the total paid-up equity share capital and free reserves (including securities premium) based on both the audited standalone financial statements and the audited consolidated financial statements of the Company as on March 31, 2026 and hence in compliance with the requirements under Regulation 4(iv) of the Buyback Regulations;

(g) The indicative Maximum Equity Shares proposed to be bought back at the Maximum Buyback Size and Maximum Buyback Price under the Buyback i.e. 22,15,256 (Twenty-Two Lakh Fifteen Thousand Two Hundred Fifty-Six only), does not exceed 25% of the total number of outstanding Equity Shares of the Company. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size;

(h) There are no pending schemes of amalgamation or compromise or arrangement pursuant to the Act ("**Scheme**") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;

(i) The Company shall not make any further offer of buyback within a period of one year reckoned from the expiry of the Buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the Buyback Regulations;

(j) The Company shall not withdraw the Buyback offer after the public announcement of the Buyback is made and published in the newspaper;

(k) The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Act and/or Buyback Regulations and any other applicable laws;

(l) The Company shall not utilize any borrowed funds, whether secured or unsecured, of any form or nature, from banks or financial institutions for the purpose of buying back its Equity Shares tendered in the Buyback; The Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the Buyback Regulations;

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

(n) The Company shall not accept the Equity Shares tendered under the Buyback unless such Equity Shares are in dematerialised form;

(o) The consideration of the Buyback shall be paid by the Company only in cash;

(p) The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice of its paid-up capital and free reserves, based on both the audited standalone financial statements and the audited consolidated financial statements of the Company as on March 31, 2026;

(q) The Company shall submit the information regarding the Equity Shares bought back by it to the BSE and NSE on a daily basis in accordance with the Buyback Regulations. The Company shall also upload the information regarding the Equity Shares bought back by it on its website on a daily basis;

(r) The Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;

(s) The Buyback will be implemented by the Company by way of open market purchases through the BSE and NSE, through the order matching mechanism except "all or none" order matching system, as provided under the Buyback Regulations;

(t) As per Regulation 16(ii) of the Buyback Regulations, the Buyback of Equity Shares shall not be made from promoters or persons in control of the Company. Further, as per Regulation 24(i)(e) of the Buyback Regulations, neither the promoters nor their associates shall deal in the Equity Shares or other specific securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters) from the date of passing of this Board meeting resolution till the completion of the Buyback. The Equity Shares held by the promoter and promoter group including their associates, shall remain frozen at the International Securities Identification Number (ISIN) level during the period from the date of passing of this Board Resolution, till the closing of the offer;

(u) The Equity Shares bought back by the Company will be compulsorily extinguished and will not be held for reissuance;

(v) The Equity Shares bought back by the Company will be extinguished and/or physically destroyed as may be applicable in the manner prescribed under the Buyback Regulations and the Companies Act;

(w) The statements contained in all the relevant documents in relation to the Buyback shall be true, material and factual shall not contain any mis-statements or misleading information;

(x) The Buyback shall not result in delisting the Equity Shares from the Stock Exchanges;

(y) 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; and

(z) It is confirmed that there is not breach of the covenants as per the lenders agreements on the loans taken and the consent of lenders in this regard has been obtained by the Company.

RESOLVED FURTHER THAT the Buyback from shareholders/ beneficial owners who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, shall be subject to such approvals as may be required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and such shareholders shall be responsible for obtaining such approvals, if applicable.

RESOLVED FURTHER THAT assuming the consummation of the proposed Buyback, it would not result in any change in control or management of the Company.

RESOLVED FURTHER THAT the Company Secretary and Compliance Officer be and is hereby authorised to (i) maintain a register of Equity Shares bought back wherein details of Equity Shares bought back be entered including consideration paid for the Equity Shares bought back, date of extinguishing of Equity Shares and such other particulars as may be prescribed in relation to the Buyback, and (ii) authenticate the entries made in the said register.

RESOLVED FURTHER THAT the particulars of the Equity Shares extinguished shall be furnished by the Company to NSE and BSE within seven days of such extinguishment and the dematerialized Equity Shares shall be extinguished in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended and the bye-laws framed thereunder, each as amended, and that Ms. Pushpalatha Katkuri, the Company Secretary and Compliance Officer, be and is hereby authorized to do all such acts as may be required for this purpose.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Mr. Rituraj Kishore Sinha, Managing Director, Mr. Arvind Kumar Prasad, Whole-Time Director, Mr. Brajesh Kumar, Chief Financial Officer and Ms. Pushpalatha Katkuri, Company Secretary, be and are hereby severally authorized to sign, execute and deliver such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RoC, stock exchanges, depositories and/or other Appropriate Authorities and to exercise such powers, and to do all such acts, deeds, things and matters as may be required or considered necessary, or incidental thereto and to settle any question(s) or difficulty or doubt(s) that may arise in connection therewith in the manner it may deem fit and appropriate.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer or confer any obligation on the Company or the Board or the Buyback Committee to buyback any Equity Shares, or impair any power of the Company or the Board, or the Buyback Committee to terminate any process in relation to such Buyback, if and as permitted by law.

RESOLVED FURTHER THAT a copy of this resolution duly certified to be true by any of the Director(s) or Company Secretary and Compliance Officer be issued as may be necessary."

b) **Opening of Escrow Account with Yes Bank Limited:**

"**RESOLVED THAT** an Escrow Account be opened in the name and style of "SIS Limited" with YES Bank Limited pursuant to the Escrow Agreement to be entered into between the Company, Elara Capital (India) Private Limited and YES Bank Limited.

RESOLVED FURTHER THAT the below mentioned authorised person(s) be are hereby severally authorised for (i) execution of the escrow agreement to be entered into between the Company, Elara Capital (India) Private Limited and YES Bank Limited ("**Escrow Agreement**"); (ii) opening of an escrow account in the name and style of "SIS Limited" to secure performance of the Company's obligations as may be specified under the Buyback Regulations and on such terms and conditions set out in the Escrow Agreement (such account hereinafter referred to as the "**Escrow Account**"); (iii) depositing an amount of 26.50 Crores (Rupees Twenty-Six Crore Fifty Lakh only), being 25% of the Maximum Buyback Size approved by the Board; and (iv) issuance of instructions for operation of the Escrow Account and signing/ executing/ submitting all the necessary papers, letter, agreements. documents, writings, submissions etc. to be submitted by the Company in connection with the opening, day-to-day business transactions, operations, closure and correspondence of its account:

S. No.	Name	Designation
1	Mr. Brajesh Kumar	Chief Financial Officer
2	Mr. Awadhesh Mohan Bhatnagar	Head – Funding & Treasury

RESOLVED FURTHER THAT the said Escrow Account be operated as per the terms and conditions of the Escrow Agreement and the applicable provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended.

RESOLVED FURTHER THAT a certified true copy of this board resolution be and is hereby given to YES Bank Limited for opening the Escrow Account.

RESOLVED FURTHER THAT YES Bank Limited is hereby authorised to act upon the written instructions issued by Elara Capital (India) Private Limited, being the manager to the buyback, in relation to the setting up and operation of the Escrow Account including, without limitation, to make appropriations and/or payments from the amounts lying to the credit of the Escrow Account and release of escrow amount from the Escrow Account, in accordance with the provisions of the Buyback Regulations and the Escrow Agreement.

RESOLVED FURTHER THAT in terms of the Buyback Regulations, in the event of non-fulfilment of the obligations under the Buyback Regulations by the Company, the Escrow Account in full or part may be forfeited and utilized in accordance with the Buyback Regulations."

c) Opening of Demat and Trading Account with Elara Securities (India) Private Limited:

"**RESOLVED THAT** the approval of the Board of Directors of the Company be and is hereby granted to open and operate such accounts as may be necessary for the implementation of the buyback of equity shares of the Company in accordance with the applicable provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended.

RESOLVED FURTHER THAT a Trading and Demat Account in the name and style of "SIS Limited-Buyback Escrow Account" be opened with Elara Securities (India) Private Limited, Member of the National Stock Exchange of India Ltd (NSE), BSE Limited (BSE) and Depository Participant with Central Depository Services (India) Limited (CDSL) etc. for the purpose of facilitating the buyback of equity shares of the Company.

RESOLVED FURTHER THAT Elara Securities (India) Private Limited is hereby authorised to act upon instructions, whether oral or written, given on behalf of the Company by below mentioned authorised signatory, in connection with the implementation of the buyback:

S. No.	Name	Designation
1.	Mr. Brajesh Kumar	Chief Financial Officer

RESOLVED FURTHER THAT Mr. Brajesh Kumar, Chief Financial Officer, be and is hereby authorized to sell, purchase, endorse, transfer, negotiate and/or otherwise deal in Securities through Elara Securities (India) Private Limited, on behalf of the Company and to do all such acts, deeds and things as may be necessary in connection with the implementation of the buyback.

RESOLVED FURTHER THAT Mr. Brajesh Kumar, Chief Financial Officer, be and is hereby authorised to sign, execute and submit such applications, undertakings, agreements and other requisite documents, writings and deeds as may be deemed necessary or expedient for opening, operating and closing the aforesaid Demat account and for giving effect to this resolution."

d) Authorisation for placing "buy" orders:

"**RESOLVED THAT** Mr. Brajesh Kumar, Chief Financial Officer and Ms. Pushpalatha Katkuri, Company Secretary and Compliance Officer be and are hereby severally authorised to decide the number of Equity Shares to be bought back on a daily basis till the closure of the Buyback along with the price at which such Equity Shares to be bought, subject to the Maximum Buyback Price and Maximum Buyback Size, for placing the "buy" order on the National Stock Exchange of India Limited and BSE Limited on the normal trading segment to Buyback the Equity Shares through the Company's Broker i.e., Elara Securities (India) Private Limited and to do all acts, deed, matters and things, and undertake such other necessary steps to implement this resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.

A Market Leader in Security, Cash Logistics & Facility Management

Group Enterprises

RESOLVED FURTHER THAT Ms. Pushpalatha Katkuri, Company Secretary and Compliance Officer be and is hereby authorized to send the necessary intimations to the Stock Exchanges in relation to the aforesaid resolution, as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

RESOLVED FURTHER THAT a copy of this resolution duly certified to be true by the Company Secretary or any other person as may be authorized by the Board of Directors be issued as may be necessary."

For **SIS Limited**

PUSHPA LATHA KATKURI

Digitally signed by PUSHPA LATHA KATKURI
Date: 2026.08.13 13:54:48 +05'30'

Pushpalatha Katkuri
Company Secretary